
OpenDNA Limited

ACN 613 410 398

NOTICE OF ANNUAL GENERAL MEETING

The 2018 Annual General Meeting of the Company will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 23 November 2018 at 2.30pm (AWST).

This Notice of Meeting and accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 6444 1702.

OPENDNA LIMITED

ACN 613 410 398

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of Shareholders of OpenDNA Limited (**Company**) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 23 November 2018 at 2.30pm (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 21 November 2018 at 5pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 19.

AGENDA

FINANCIAL REPORTS

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2018, which are contained within the Annual Report.

Note: This item of business is for discussion only and is not a Resolution.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors' Report in the Annual Report) for the financial year ended 30 June 2018 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or
 - (b) the person is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.
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2. RESOLUTION 2 – RE-ELECTION OF MR GRANT PESTELL AS A DIRECTOR

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purposes of clause 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Grant Pestell, who retires by rotation and is eligible for re-election as a Director, is so re-elected.”

3. RESOLUTION 3 – CHANGE TO SCALE OF ACTIVITIES

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, subject to each of the other Acquisition Resolutions being passed, for the purpose of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to acquire all of the issued shares in each of CHOOSE Digital Pty Ltd and RooLife Limited, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUE OF SHARES – ACQUISITION CONSIDERATION

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, subject to each of the other Acquisition Resolutions being passed, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 15,238,095 Shares to the shareholders of CHOOSE Digital Pty Ltd and RooLife Limited, in the proportions and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any shareholder of CHOOSE Digital Pty Ltd or RooLife Limited or any person who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in those entities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – ISSUE OF PERFORMANCE SHARES – ACQUISITION CONSIDERATION

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, subject to the Acquisition Resolutions and Resolution 6 being passed, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 30,476,191 Performance Shares to the shareholders of CHOOSE Digital Pty Ltd and RooLife Limited in the proportions and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any shareholder of CHOOSE Digital Pty Ltd or RooLife Limited or any person who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in those entities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – CREATION OF A NEW CLASS OF SECURITIES

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, subject to the Acquisition Resolutions and Resolution 5 being passed, for the purposes of sections 246B of the Corporations Act, clause 3.7 of the Constitution and for all other purposes, the Company is authorised to issue the Performance Shares on the terms and conditions set out in the Explanatory Memorandum.”

7. RESOLUTION 7 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULE 7.1 – TRANCHE 1 OF CAPITAL RAISING

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 7,704,153 Shares and 5,714,307 associated Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULE 7.1A – TRANCHE 1 OF CAPITAL RAISING

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 3,724,418 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – ISSUE OF SECURITIES – TRANCHE 2 OF CAPITAL RAISING

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, subject to each of the other Acquisition Resolutions being passed, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 60,000,000 Shares and 30,000,000 associated Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the proposed issue or a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities, and any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 10 – RATIFICATION OF ISSUE OF SHARES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 6,783,936 Shares to advisers and employees of the Company on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. RESOLUTION 11 – RATIFICATION OF ISSUE OF OPTIONS UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,500,000 Options to an employee of the Company on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO MR JAY SHAH IN LIEU OF FEES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,801,541 Shares to Mr Jay Shah (a director of the Company) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Shah or an associate of Mr Shah, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO MR EVAN CROSS IN LIEU OF FEES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 771,964 Shares to Mr Evan Cross (a director of the Company) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Cross or an associate of Mr Cross, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

14. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO ARTEMIS CORPORATE LIMITED IN LIEU OF FEES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,864,107 Shares to Artemis Corporate Limited on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Artemis Corporate Limited or an associate of Artemis Corporate Limited, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

15. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 20,000,000 Options to Triple C Consulting Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Triple C Consulting Pty Ltd or an associate of Triple C Consulting Pty Ltd, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

16. RESOLUTION 16 – APPROVAL TO ISSUE OPTIONS TO STORM ENTERPRISES PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,500,000 Options to Storm Enterprises Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Storm Enterprises Pty Ltd or an associate of Storm Enterprises Pty Ltd, or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

17. RESOLUTION 17 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to that number of Equity Securities as is equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution, except a benefit solely by reason of being a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 17 October 2018

BY ORDER OF THE BOARD

Peter Torre
Company Secretary

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 23 November 2018 at 2.30pm (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on each Resolution.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. FINANCIAL REPORTS

The Corporations Act requires the annual Financial Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. A copy of the Annual Report can be accessed online at <http://www.opendna.ai>.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

The Company's auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

4. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Annual Report for the year ended 30 June 2018 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements of Key Management Personnel, including the Managing Director, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report (pages 9 to 18) and can be found in the annual report section of the website at <http://www.opendna.ai>.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chair will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors of the Company. However, under the Corporations Act if there are two consecutive votes at annual general meetings of the Company against the Company's remuneration report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chair to vote Shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chair as your proxy and you indicate on the Proxy Form you do not wish to specify how the Chair should vote on Resolution 1, the Chair will cast your votes in favour of Resolution 1. **If you wish to appoint the Chair as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.**

5. RESOLUTION 2 – RE-ELECTION OF MR GRANT PESTELL AS A DIRECTOR

Clause 11.3 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. Clause 11.4 provides that a retiring Director is eligible for re-election.

Pursuant to Listing Rule 14.4, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Listing Rule 14.5 provides that an entity must hold an election of directors at each annual general meeting.

Mr Grant Pestell retires in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election pursuant to clause 11.4 of the Constitution.

Mr Pestell has been the independent Non-Executive Chairman of the Company since July 2016. Mr Pestell has over 20 years' experience in commercial litigation, corporate and commercial law with extensive experience advising both listed and private companies particularly in the information & technology, energy and resources sectors. Mr Pestell was a director of ASG Group Limited from May 2014 to December 2016, and is the managing director of Murcia Pestell Hillard solicitors (**MPH**).

Mr Pestell is considered to be an independent Non-Executive Director. The Company engages the services of MPH from time to time, however the quantum of fees associated with the services are not considered material to both the Company and MPH. As such, the provision of services by MPH is not considered to interfere, nor might it reasonably be seen to interfere, with Mr Pestell's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board (with the exception of Mr Pestell) recommends Shareholders vote in favour of Resolution 2.

6. ACQUISITION OF CHOOSE DIGITAL PTY LTD AND ROOLIFE LIMITED

6.1 Summary of Acquisition

As announced to the market on 12 September 2018, The Company has entered into a binding Heads of Agreement (**HOA**) to acquire 100% of the issued shares in RooLife Limited (ACN 626 705 299) (**RooLife**) and CHOOSE Digital Pty Ltd (ACN 627 887 996) (**CHOOSE Digital**), to be completed as a single transaction (**Acquisition**). RooLife and CHOOSE Digital (collectively, **Target Companies**) are companies incorporated in Western Australia.

The Acquisition vendors are:

- (a) Barry Consulting Pty Ltd (ACN 154 131 889) as Trustee for Barry Family Trust;
- (b) Gary Roger Knights as Trustee for Knights Family Trust; and
- (c) Bryan Edward Carr as Trustee for Shabaz Family Trust,

(collectively **Vendors**).

The Vendors are in each case parties associated with the Target Companies' principals, Warren Barry, Bryan Carr and Gary Knights. The Acquisition is subject to a number of conditions precedent being met, including the Company completing satisfactory due diligence in relation to the Target Companies and obtaining all necessary Shareholder and regulatory approvals.

As part of the Acquisition, and in parallel to the HOA, the Company has also entered into a binding agreement (**Option Agreement**) with Orcoda Limited (ASX:ODA) (**Orcoda**), pursuant to which the Company has obtained an exclusive option for a period of 90 days to acquire from Orcoda an existing Hong Kong and Chinese corporate structure. The Company intends to use that structure to facilitate the deployment into China of RooLife's business model (discussed further below). The Option Agreement replaces a previous exclusivity arrangement between Orcoda and one of the Target Companies.

6.2 Information about the Target Companies

CHOOSE Digital

CHOOSE Digital is a fully-integrated digital marketing business which focusses on the development and implementation of customer transaction strategies with a view to delivering strong returns on investment for its clients. The performance marketing arm of CHOOSE Digital helps businesses make the most of their online presence.

CHOOSE Digital helps customer brands craft and implement their digital marketing strategies to achieve their goals through measuring online traffic, monitoring conversions, optimizing paid advertising campaigns and web pages.

Leveraging off its principals' combined experience of more than 40 years in digital marketing and optimization, CHOOSE Digital has developed a comprehensive range of services to cater to its clients' digital marketing needs which, coupled with significant investment in "best of breed" measurement tools and platforms, provides full transparency on which channels work best for clients depending on campaign objectives, target demographic and budget, including brand design, search marketing, app or web development and advertising.

RooLife

Through its principals' detailed knowledge of the Chinese regulatory, operating and consumer environment, RooLife's objective is to provide Australian businesses with the ability to quickly establish their brand in China, in turn enabling them to enter the large and rapidly-growing Chinese market for consumer goods.

RooLife will provide Australian businesses with access to Mandarin-language mobile shopping platforms in China and Australia, with integrated mobile payment processing. The RooLife billing platform and technology will provide Australian businesses with the ability to bill customers in China using the preferred method for consumers to make purchases using their mobile phones (typically via WeChat or AliPay).

RooLife will focus on working with Australian businesses, to build and service sales channels for their products. To address the demand from Chinese consumers for high-quality, clean, safe and aspirational products from countries such as Australia, this work will initially focus on the following five industry sectors:

- tourism;
- Australian wine;
- Australian dairy;
- health foods and supplements; and
- personal hygiene, skincare and cosmetic products.

The acquisition of the Hong Kong and Chinese corporate structure from Orcoda will provide the Company and RooLife with a “business-ready” mechanism to import Australian goods into China, receive payments in China from Chinese customers and repatriate the associated funds internationally.

6.3 Acquisition consideration

The consideration payable to the Vendors by the Company on completion of the Acquisition (**Completion**) is as follows:

- (a) a total aggregate cash payment of \$200,000;
- (b) the issue of 15,238,095 Shares; and
- (c) the issue of 30,476,191 Performance Shares, which will be split equally into two tranches and will be subject to conversion into Shares upon achievement of the following milestones:
 - (i) the first tranche of 15,238,095 Performance Shares (**Tranche 1 Performance Shares**) will convert into Shares on a one-to-one basis upon the Target Companies’ businesses first achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements); and
 - (ii) the second tranche of 15,238,096 Performance Shares (**Tranche 2 Performance Shares**) will convert into Shares on a one-to-one basis upon the Target Companies’ businesses first achieving aggregate revenue of \$3 million in a rolling 12-month period (as confirmed by audited financial statements),

provided that, should either of the above revenue milestones not be achieved within five years of Completion, the corresponding tranche of Performance Shares to which that milestone relates will lapse automatically.

The full terms and conditions of the Performance Shares are set out in Schedule 1.

None of the Vendors, as individuals and together with their respective associates, will control more than 19.9% of the Shares in the Company upon Completion.

6.4 Board composition and management

The Board of the Company currently comprises Mr Grant Pestell (Non-Executive Chairman), Mr Jay Shah (Managing Director) and Mr Evan Cross (Non-Executive Director).

With effect from Completion, Mr Warren Barry (a director and related party of a shareholder of each of the Target Companies) will join the Board of the Company as an Executive Director. It is intended that Mr Jay Shah will continue in the role of Managing Director of the Company.

Messrs Gary Knights (a director and shareholder of CHOOSE Digital) and Bryan Carr (a director and shareholder of RooLife) will each assume executive roles with the Company, and will be responsible for the integration and operation of the Target Companies within the Company’s structure, with a focus on maximising revenue opportunities involving the use of the Company’s Artificial Intelligence System in conjunction with the CHOOSE Digital and RooLife offerings.

Further details relating to the experience of Messrs Barry, Knights and Carr are set out in the Company’s announcement of 12 September 2018.

As the Company currently has a relatively small executive team, it is anticipated that the addition of Messrs Carr and Knights will deliver execution benefits across the suite of services which the enlarged Company will provide.

6.5 Pro-forma capital structure

The pro-forma capital structure of the Company following completion of the Acquisition and other matters contemplated by this Notice of Meeting is as follows:

	Shares	Options	Existing performance shares	New Performance Shares
Current Issued Capital	123,296,048	22,714,307	33,250,000	-
Issue of securities directly under Acquisition	15,238,095	-	-	30,476,191
Maximum issue of securities under other resolutions contemplated by this Notice of Meeting	68,469,987	53,500,000	-	-
TOTAL	207,004,130	76,214,307	33,250,000	30,476,191

For more information on the Acquisition, see the Company's announcement of 12 September 2018.

6.6 Plans for the Company if the Acquisition is not completed

If Shareholders do not approve the Acquisition, or if the Company otherwise does not complete the Acquisition, the Company will be required to urgently investigate other opportunities for growth.

6.7 Board recommendation

It is the view of the Directors that the Acquisition will provide the Company with a significant opportunity to unlock multiple synergies for the enlarged Company group. The Directors consider the Acquisition is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of all of the Acquisition Resolutions. The Acquisition Resolutions (being Resolutions 3, 4 and 9) are interdependent, meaning that Shareholders must pass each of Resolutions 3, 4 and 9 by the requisite majority for the Acquisition to proceed. If any of the Acquisition Resolutions are not approved at the Meeting, none of the Acquisition Resolutions will take effect and the Acquisition and other matters contemplated by the Acquisition Resolutions will not be completed.

7. RESOLUTION 3 – CHANGE TO SCALE OF ACTIVITIES

7.1 General

The Acquisition, if approved by Shareholders, will have a significant impact on the scale of activities undertaken by the Company.

Accordingly, Resolution 3 seeks Shareholder approval for the Acquisition for the purposes of Listing Rule 11.1.2.

A detailed description of the Acquisition is set out in Section 6 above. Resolution 3 is conditional on resolutions 4 and 9 being approved.

7.2 Listing Rule 11.1

Listing Rule 11.1 provides that, where an entity proposes to make a significant change, either directly or indirectly, to the scale of its activities, it must provide full details to ASX as soon as practicable. Listing Rule 11.1.2 provides that, if ASX requires, the entity must get the approval of shareholders and must comply with any requirements of ASX in relation to the notice of meeting.

The Company has made submissions to ASX in respect of the applicability of Chapter 11 of the Listing Rules to the Acquisition. ASX has advised the Company that the change in scale of the Company's activities does not require the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules in accordance with Listing Rule 11.1.3. However, the Company is seeking Shareholder approval for the Company to change the scale of its activities under Listing Rule 11.1.2.

8. RESOLUTION 4 – ISSUE OF SHARES – ACQUISITION CONSIDERATION

8.1 General

Resolution 4 seeks Shareholder approval to allow the Company to issue a total of 15,238,095 Shares to the Vendors as part consideration for the Acquisition.

8.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Company to issue Shares to the Vendors during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

8.3 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 4:

- (a) the maximum number of Shares to be issued is 15,238,095;
- (b) the Shares will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that issue of the Shares will occur on one date (being the date of Completion);
- (c) the Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition. Accordingly, no funds will be raised by the issue of the Shares;
- (d) the Shares will be allotted and issued to the Vendors;
- (e) the Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares; and
- (f) a voting exclusion statement is included in the Notice.

8.4 Listing Rule 10.11

Subject to Completion occurring:

- (a) Mr Warren Barry will be appointed to the Board of the Company; and
- (b) a total of 7,619,048 Shares will be issued to Barry Consulting Pty Ltd as Trustee for Barry Family Trust (a related party of Mr Barry) under Resolution 4.

As Mr Barry and Barry Consulting Pty Ltd will only become a related party of the Company as a result of the Acquisition, Shareholder approval for the issue of Shares to Barry Consulting Pty Ltd under Listing Rule 10.11 is not required pursuant to exception 6 of Listing Rule 10.12. No other Vendor (or person or entity associated with a Vendor) is a related party of the Company.

9. RESOLUTION 5 – ISSUE OF PERFORMANCE SHARES – ACQUISITION CONSIDERATION

9.1 General

Resolution 5 seeks Shareholder approval to allow the Company to issue a total of 30,476,191 Performance Shares to the Vendors as part consideration for the Acquisition. The Performance Shares will be issued in two equal tranches, the details of which are set out in Section 6.3(c) above.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 5 will be to allow the Company to issue the Performance Shares to the Vendors during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

The issue of Performance Shares the subject of this Resolution 5 is subject to the Acquisition Resolutions being passed. In addition, Resolutions 5 and 6 are interdependent, meaning each of Resolutions 5 and 6 must be passed by the requisite majority in order for the Company to issue the Performance Shares to the Vendors. If Resolutions 5 or 6 are not passed, the Company intends to explore alternative ways to satisfy its obligations in relation to the Acquisition.

9.3 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 5:

- (a) the maximum number of Performance Shares to be issued is 30,476,191, being:
 - (i) 15,238,095 Tranche 1 Performance Shares; and
 - (ii) 15,238,096 Tranche 2 Performance Shares;
- (b) the Performance Shares will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Performance Shares will occur on one date (being the date of Completion);

- (c) the Performance Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition. Accordingly, no funds will be raised by the issue of the Performance Shares;
- (d) the Performance Shares will be allotted and issued to the Vendors;
- (e) the Performance Shares will be issued on the terms and conditions set out in Schedule 1; and
- (f) a voting exclusion statement is included in the Notice.

9.4 Listing Rule 10.11

Subject to Completion occurring:

- (a) Mr Warren Barry will be appointed to the Board of the Company; and
- (b) a total of 15,238,096 Performance Shares will be issued to Barry Consulting Pty Ltd as Trustee for Barry Family Trust (a related party of Mr Barry) under Resolution 5.

As Mr Barry and Barry Consulting Pty Ltd will only become a related party of the Company as a result of the Acquisition, Shareholder approval for the issue of Performance Shares to Barry Consulting Pty Ltd under Listing Rule 10.11 is not required pursuant to exception 6 of Listing Rule 10.12. No other Vendor (or person or entity associated with a Vendor) is a related party of the Company.

10. RESOLUTION 6 – CREATION OF A NEW CLASS OF SECURITIES

Resolution 6 seeks Shareholder approval for the Company to be authorised to issue Performance Shares to the Vendors. The Performance Shares are intended to be issued as part of the consideration for the Acquisition as described in Section 6.3 above.

A company with a single class of shares on issue, which proposes to issue new securities not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Section 246B of the Corporations Act and clause 3.7 of the Constitution provides that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution passed at a meeting of the shareholders holding shares in that class; or
- (b) the written consent of the shareholders who are entitled to at least 75% of the votes that may be cast in respect of shares in that class.

Subject to Shareholder approval of this Resolution 6, upon completion of the Acquisition, the Company will issue a total of 30,476,191 Performance Shares to the Vendors having the milestones set out in Section 6.3(c) above.

The full terms and conditions of the Performance Shares are set out in Schedule 1.

As at the date of this Notice, the Company has applied to ASX for confirmation that the Performance Shares are appropriate and equitable for the purposes of Listing Rule 6.1. Accordingly, the terms of the Performance Shares remain subject to approval by ASX.

The Company accordingly seeks approval from Shareholders for the issue of the Performance Shares as a new class of shares. This Resolution is a special resolution.

11. BACKGROUND TO CAPITAL RAISING

On 12 September 2018, the Company announced a capital raising for the issue to sophisticated and professional investors of a total of up to 71,428,571 Shares (**Placement Shares**) and 35,714,286 free attaching Options (**Placement Options**) to raise a total of approximately \$2.5 million before costs, comprising two tranches as follows:

- (a) 11,428,571 Shares at an issue price of \$0.035 per Share (**Tranche 1 Placement Shares**), together with one Placement Option for every two Shares subscribed for exercisable at \$0.05 on or before 31 October 2021 (**Tranche 1 Placement Options**), to raise a total of approximately \$400,000 (before costs); and
- (b) 60,000,000 Shares at an issue price of \$0.035 per Share (**Tranche 2 Placement Shares**), together with one Placement Option for every two Shares subscribed for exercisable at \$0.05 on or before 31 October 2021 (**Tranche 2 Placement Options**), to raise approximately \$2.1 million (before costs),

(together, the **Placement**).

Funds raised from the Placement will be applied to fund the cash component of the Acquisition, integrate the businesses of the Target Companies within the Company's corporate environment and to fund the ongoing working capital requirements of the Company.

The Tranche 1 Placement Shares and Tranche 1 Placement Options (collectively, **Tranche 1 Placement Securities**) were issued out of the Company's Listing Rule 7.1 and 7.1A capacity on 28 September 2018. Resolutions 7 and 8 seek ratification of the issue of the Tranche 1 Placement Securities.

Resolution 9 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options (collectively, **Tranche 2 Placement Securities**), as the Company does not have sufficient placement capacity to issue those securities without prior Shareholder approval.

The Company has engaged Triple C Consulting to act as Lead Manager to the Placement and to provide ongoing corporate advisory services. Triple C Consulting is entitled to be issued 20,000,000 Options exercisable at \$0.05 on or before 31 October 2021) which comprises part of its fee for services provided to the Company. Resolution 15 seeks Shareholder approval for the issue of the Options to Triple C Consulting.

The Company also has engaged Storm Enterprises as an adviser to the Placement. Storm Enterprises is entitled to be issued 3,500,000 Options exercisable at \$0.05 on or before 31 October 2021 in consideration for services it has provided to the Company. Resolution 16 seeks Shareholder approval for the issue of the Options to Storm Enterprises.

12. RESOLUTIONS 7 AND 8 – RATIFICATION OF ISSUE OF SECURITIES – TRANCHE 1 OF CAPITAL RAISING

12.1 General

Resolutions 7 and 8 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Securities.

12.2 Resolution 7 – Listing Rule 7.4

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

Listing Rule 7.4 permits the ratification of previous issues of Equity Securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1.

The Company confirms the issue of the Tranche 1 Placement Securities did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Tranche 1 Placement Securities pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1.

12.3 Resolution 8 – Listing Rule 7.1A

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

The Company confirms the issue of the Tranche 1 Placement Securities did not breach Listing Rule 7.1A.

By ratifying the issue the subject of Resolution 8, the base figure (i.e. variable "A") by which the Company's 15% and 10% annual placement capacities are calculated will be increased by the number of securities the subject of the ratification, which in turn will allow the Company in future to issue a proportionately higher number of securities without prior Shareholder approval.

12.4 Technical information required by Listing Rule 7.4

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolutions 7 and 8:

- (a) on 28 September 2018 the Company issued 11,428,571 Tranche 1 Placement Shares and 5,714,307 Tranche 1 Placement Options on the following basis:
 - (i) 7,704,153 Tranche 1 Placement Shares and 5,714,307 Tranche 1 Placement Options were issued pursuant to Listing Rule 7.1; and
 - (ii) 3,724,418 Tranche 1 Placement Shares were issued pursuant to Listing Rule 7.1A;
- (b) the Tranche 1 Placement Shares were issued for \$0.035 each, raising a total of approximately \$400,000 (before costs). The issue price of the Tranche 1 Placement Options was nil. The Tranche 1 Placement Options are free attaching Options issued on the basis of one free attaching Option for every two Tranche 1 Placement Shares subscribed for, for which no additional consideration is payable;

- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Options were granted on the terms and conditions set out in Schedule 2;
- (e) the Tranche 1 Placement Securities were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (f) the funds raised from the issue of the Tranche 1 Placement Securities will be used to fund the ongoing working capital requirements of the Company; and
- (g) a voting exclusion statement for each of Resolutions 7 and 8 is included in the Notice.

13. RESOLUTION 9 – ISSUE OF SECURITIES – TRANCHE 2 OF CAPITAL RAISING

13.1 General

Resolution 9 seeks Shareholder approval for the issue of the Tranche 2 Placement Securities.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Tranche 2 Placement Securities during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

13.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 9:

- (a) the maximum number of Equity Securities to be issued is 60,000,000 Tranche 2 Placement Shares and 30,000,000 Tranche 2 Placement Options;
- (b) the Tranche 2 Placement Securities will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Tranche 2 Placement Securities will occur on one date as soon as practicable after the Meeting;
- (c) the Tranche 2 Placement Shares will be issued at an issue price of \$0.035 per Share to raise \$2.1 million in total (before costs). The Tranche 2 Placement Options are free attaching Options issued on the basis of one free attaching Option for every two Tranche 2 Placement Shares subscribed for, for which no additional consideration is payable;
- (d) the Tranche 2 Placement Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (e) the Tranche 2 Placement Options will be granted on the terms and conditions set out in Schedule 2;
- (f) the Tranche 2 Placement Securities will be issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (g) the funds raised from the issue of the Tranche 2 Placement Securities will be used to fund the cash component of the Acquisition, integrate the businesses of the Target Companies within the Company's corporate environment and to fund the ongoing working capital requirements of the Company; and
- (h) a voting exclusion statement is included in the Notice.

14. RESOLUTIONS 10 AND 11 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULES 7.1 AND 7.1A

14.1 General

With effect from 1 December 2017, the Company implemented a cash preservation strategy which has involved various members of the Company's management team taking temporary reductions in remuneration, as well as Directors accruing but not being paid their Director's fees. The cash preservation strategy is intended to operate until the conclusion of a successful capital raising or refinancing initiative by the Company.

In connection with that strategy, various members of the Company's management team, as well as various consultants of the Company, have recently agreed with the Company to have their entitlements to outstanding cash salary remuneration and/or consulting fees (as applicable) satisfied by way of an issue of Shares and/or Options to them.

In addition, the Company has issued 1 Share in connection with the cancellation of performance rights.

14.2 Issue of Equity Securities

On 28 September 2018, the Company issued:

- (a) 6,783,936 Shares under its Listing Rule 7.1A capacity to the following parties:

Party	Number of Shares issued
Richard Jarvis	3,911,905
Peter Torre	1,071,429
Storm Enterprises Pty Ltd	944,010
George Irwin	856,591
Jason Loia	1

- (b) 1,500,000 Options, exercisable at \$0.05 on or before 31 October 2021, under its Listing Rule 7.1 capacity, to Richard Jarvis.

The issue was made to various members of its management team, as well as various consultants to the Company, none of whom are related parties of the Company.

14.3 Resolution 10 – Listing Rule 7.1A

A summary of Listing Rules 7.1A and 7.4 is set out in Sections 12.3 and 12.2 above, respectively.

The Company confirms the issue of the Shares the subject of Resolution 10 did not breach Listing Rule 7.1A.

By ratifying the issue the subject of Resolution 10, the base figure (i.e. variable "A") by which the Company's 15% and 10% annual placement capacities are calculated will be increased by the number of securities the subject of the ratification, which in turn will allow the Company in future to issue a proportionately higher number of securities without prior Shareholder approval.

14.4 Resolution 11 – Listing Rule 7.1

A summary of Listing Rules 7.1 and 7.4 is set out in Sections 8.2 and 12.2 above, respectively.

The Company confirms the issue of the Options the subject of Resolution 11 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of Options the subject of Resolution 11 pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1.

14.5 Technical information required by Listing Rule 7.4

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolutions 10 and 11:

- (a) on 28 September 2018 the Company issued 6,783,936 Shares and 1,500,000 Options on the following basis:
 - (i) 6,783,936 Shares were issued pursuant to Listing Rule 7.1A; and
 - (ii) 1,500,000 Options were issued pursuant to Listing Rule 7.1;
- (b) the Shares were issued at a deemed issue price of \$0.035 per Share. The Options were issued for nil cash consideration;
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Options were granted on the terms and conditions set out in Schedule 2;
- (e) the Shares and Options were issued to various members of the Company's management team, as well as various consultants to the Company, none of whom are related parties of the Company;
- (f) as the Shares and Options were issued in lieu of fees payable by the Company, no funds were raised in connection with their issue; and
- (g) a voting exclusion statement is included in the Notice .

15. RESOLUTIONS 12, 13 AND 14 – APPROVAL TO ISSUE SHARES IN LIEU OF FEES

15.1 General

In connection with the Company's cash preservation strategy referred to in Section 14.1, each of Messrs Shah and Cross and Artemis Corporate Limited (with which the Company has an arrangement in relation to the provision of Mr Grant Pestell's services as Chairman of the Company) (**Related Parties**) have agreed or are in the process of agreeing with the Company to have their entitlements to Director's fees for the period from 1 December 2017 to 30 September 2018 inclusive (**Period**) satisfied in part or in full by way of an issue of Shares to them (**Related Party Shares**) (as set out in Section 15.2 below). The effect of Resolutions 12, 13 and 14 will be to allow the Company to issue Related Party Shares to each Related Party (or its respective nominee) in lieu of fees owing to that Related Party for the Period.

15.2 Details of fees payable to Related Parties

Details of the fees payable to each Related Party are listed below:

Jay Shah, Managing Director:	During the Period, accrued fees owing by the Company to Mr Shah amounted to \$238,053.93. The Company and Mr Shah are currently in the process of finalising discussions in relation to the satisfaction of all or a portion of the outstanding debt owing to Mr Shah by way of an issue of Related Party Shares to him. Accordingly, the Company is seeking Shareholder approval under Resolution 12 to issue up to 6,801,541 Related Party Shares to Mr Shah at a deemed issue price of \$0.035 per Related Party Share, which would enable the Company to satisfy the whole of the debt owed to Mr Shah in respect of accrued fees. Depending on the final agreement reached with Mr Shah, the Company may issue a lesser number of Related Party Shares to him. It is intended that the Related Party Shares will be issued as soon as practicable by the Company following the receipt of Shareholder approval sought under Resolution 12.
Evan Cross, Non-Executive Director:	During the Period, accrued fees owing by the Company to Mr Cross amounted to \$27,018.75 (net of income tax). The Company and Mr Cross have agreed that, subject to Shareholder approval, payment of \$27,019 owing to Mr Cross will be satisfied by way of an issue of 771,964 Related Party Shares at a deemed issue price of \$0.035 per Related Party Share, to be issued as soon as practicable by the Company following the receipt of Shareholder approval sought under Resolution 13.
Artemis Corporate Limited:	Mr Pestell has provided and will continue to provide services to the Company pursuant to an agreement between the Company and Artemis Corporate Limited. During the Period, accrued fees owing by the Company to Artemis Corporate Limited in connection with Mr Pestell's services amounted to \$65,243.75 (exclusive of GST). The Company, Artemis Corporate Limited and Mr Pestell have agreed that, subject to Shareholder approval, payment of \$65,243.75 owing to Artemis Corporate Limited will be satisfied by way of an issue of 1,864,107 Related Party Shares at a deemed issue price of \$0.035 per Related Party Share, to be issued as soon as possible by the Company following the receipt of Shareholder approval sought under Resolution 14.

The arrangements contemplated above have been implemented (or are in the process of being implemented) in order to conserve a greater proportion of the Company's cash, whilst extinguishing certain debts for which the Company would otherwise be liable. All GST and superannuation payments owing to the Related Parties will be satisfied by the Company in cash payments.

Subject to obtaining Shareholder approval to each of Resolutions 12, 13 and 14, the Company will issue a total of up to 9,437,612 Related Party Shares to the Related Parties on the terms and conditions set out below. In the event that Shareholder approval is not obtained to any of those Resolutions, the relevant Related Party will retain its right to the payments to which it would otherwise be entitled.

15.3 Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, an entity must not issue or agree to issue Equity Securities to a related party without the prior approval of shareholders. Messrs Shah and Cross are related parties of the Company by virtue of being Directors. Accordingly, the Company is seeking approval to issue the Related Party Shares to Messrs Shah and Cross. The Board considers that the relationship between Artemis Corporate and Mr Pestell is likely to be one which falls within Listing Rule 10.11.2. Accordingly, the Company is also seeking approval to issue Related Party Shares to Artemis Corporate pursuant to Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Related Party Shares, as approval is being sought under Listing Rule 10.11 instead. Accordingly, the issue of the Related Party Shares will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Related Party Shares will be issued to:
 - (i) Mr Jay Shah (or his nominee);
 - (ii) Mr Evan Cross (or his nominee); and
 - (iii) Artemis Corporate Limited (or its nominee);
- (b) the maximum number of Related Party Shares to be issued to the Related Parties is up to 9,437,612, being:
 - (i) up to 6,801,541 Related Party Shares to Jay Shah (or his nominee);
 - (ii) 771,964 Related Party Shares to Evan Cross (or his nominee); and
 - (iii) 1,864,107 Related Party Shares to Artemis Corporate Limited (or its nominee);
- (c) the Related Party Shares will be issued to the Related Parties as soon as practicable, but in any event no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) each of Messrs Shah and Cross are Directors. The relationship between Artemis Corporate and Mr Pestell, a Director, is likely to be one which falls within Listing Rule 10.11.2;
- (e) the Related Party Shares will be issued at a deemed issue price of \$0.035 per Related Party Share;
- (f) the Related Party Shares will be fully paid ordinary shares in the capital of the Company, which will be issued on the same terms and conditions as the Company's existing Shares;
- (g) as the Related Party Shares will be issued in lieu of fees payable to the Related Parties for the Period, no funds will be raised in connection with their issue; and
- (h) a voting exclusion statement for each of Resolutions 12, 13 and 14 is included in the Notice.

15.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Shares constitutes giving a financial benefit. Messrs Shah and Cross are related parties of the Company by virtue of being Directors.

Under section 211 of the Corporations Act, the Company is not required to obtain the approval of Shareholders if the financial benefit is remuneration which it would be reasonable to give in the circumstances of the Company and the related party. As the Related Party Shares are to be issued in lieu of fees that would otherwise be payable to the Related Parties, the Board is of the view that the reasonable remuneration exception in section 211 of the Corporations Act is available to the Company.

16. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING PTY LTD

16.1 General

Resolution 15 seeks Shareholder approval for the issue of 20,000,000 Options to Triple C Consulting in part consideration for corporate advisory services to be provided to the Company (and in connection with its role as Lead Manager to the Placement).

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 15 will be to allow the Company to issue the Options to Triple C Consulting (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

16.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 15:

- (a) the maximum number of Options to be issued is 20,000,000;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Triple C Consulting;
- (d) the Options will be issued to Triple C Consulting (or its nominee), who is not a related party of the Company;

- (e) the Options will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue to Triple C Consulting as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

17. RESOLUTION 16 – APPROVAL TO ISSUE OPTIONS TO STORM ENTERPRISES PTY LTD

17.1 General

Resolution 16 seeks Shareholder approval for the issue of 3,500,000 Options to Storm Enterprises (or its nominee) in part consideration for services provided to the Company in relation to the Placement.

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 16 will be to allow the Company to issue the Options to Storm Enterprises (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

17.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 16:

- (a) the maximum number of Options to be issued is 3,500,000;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Storm Enterprises;
- (d) the Options will be issued to Storm Enterprises (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue to Storm Enterprises as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

18. RESOLUTION 17 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

18.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less. The Company is an eligible entity as at the time of this Notice of Meeting and expects to be so at the date of the Meeting.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 18.2(c) below).

The Company intends to use the consideration from any Shares issued under the 10% Placement Facility for the purposes of accelerating the development of the Company's business and for general working capital.

The Board believes the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months. Accordingly, the Directors of the Company believe Resolution 17 is in the best interests of the Company and unanimously recommend Shareholders vote in favour of this Resolution.

18.2 Requirements under Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has on issue three classes of Equity Securities, being Shares (ASX Code: OPN) unlisted Options and performance shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

(i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;

(ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;

(iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;

(iv) less the number of fully paid ordinary shares cancelled in the 12 months.

Note: A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 123,296,048 Shares. If Resolution 17 is passed, the Company will be permitted to issue (as at the date of this Notice):

(i) 18,494,407 Equity Securities under Listing Rule 7.1; and

(ii) 12,329,604 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 18.2(c) above).

(e) **Minimum issue price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within five trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% placement period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

18.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 17 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised) to the extent Shareholders do not receive any Shares under the issue. There is a risk:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:
- (i) two examples, where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples, where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	DILUTION			
	Issue Price (per Share)	\$0.0185 50% decrease in Issue Price	\$0.037 Issue Price	\$0.074 100% increase in Issue Price
123,296,048 (Current Variable A)	Shares issued - 10% voting dilution	12,329,604 Shares	12,329,604 Shares	12,329,604 Shares
	Funds raised	\$228,098	\$456,195	\$912,391
184,944,072 (50% increase in Variable A)	Shares issued - 10% voting dilution	18,494,407 Shares	18,494,407 Shares	18,494,407 Shares
	Funds raised	\$342,147	\$684,293	\$1,368,586
246,592,096 (100% increase in Variable A)	Shares issued - 10% voting dilution	24,659,209 Shares	24,659,209 Shares	24,659,209 Shares
	Funds raised	\$456,195	\$912,391	\$1,824,781

The table has been prepared on the basis of the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (ii) no Options or performance shares (including any Options or performance shares issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - (iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (iv) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
 - (v) the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
 - (vi) the issue of Equity Securities under the 10% Placement Facility consists only of Shares;
 - (vii) the issue price is \$0.037, being the closing price of the Shares on ASX on 9 October 2018; and
 - (viii) the table does not reflect any securities to be issued as a result of other Resolutions being passed at the Meeting.
- (d) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2017 Annual General Meeting (**Previous Approval**). The Company has issued 10,508,354 Equity Securities pursuant to the Previous Approval. During the 12 month period preceding the proposed date of the 2018 AGM, being on and from 23 November 2017, the Company otherwise issued a total of 7,704,153 Shares and 7,214,307 Options which represents approximately 9.25% of the total number of Equity Securities on issue in the Company as at 23 November 2017, which was 161,083,541.

Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is as follows:

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to Whom Issued Equity Securities	Issue Price	Closing Market Price at Issue Date	Discount to Closing Market Price on Issue Date	Cash Consideration
28/09/2018	11,428,571	ORD shares	Professional and sophisticated investors	\$0.035 ⁽ⁱ⁾	\$0.036	2.77%	\$400,000
28/09/2018	5,714,307	Unlisted Options	Professional and sophisticated investors	Nil ⁽ⁱⁱ⁾	\$0.036	Not applicable	Nil
28/09/2018	6,783,936	ORD shares	Advisors and employees	\$0.035 ⁽ⁱⁱⁱ⁾	\$0.036	2.77%	Nil
28/09/2018	1,500,000	Unlisted Options	Richard Jarvis – Chief Financial Officer	Nil ^(iv)	\$0.036	Not applicable	Nil

Notes:

- (i) Of the total cash consideration for this issue, no funds have been spent to date. The intended use of funds relates to general working capital requirements.
- (ii) Unlisted Options, exercisable at \$0.05 each, on or before 31 October 2021. The full terms and conditions were disclosed in the ASX announcement dated 28 September 2018.
- (iii) Shares issued to advisors and employees. The Shares were issued for nil consideration as they were issued in lieu of debts owing to the advisors and employees.
- (iv) Options granted to the Company's Chief Financial Officer. The Options were issued for nil consideration in connection with the incentivisation of the Chief Financial Officer regarding his service to the Company. None of these Options have subsequently been exercised. The fair value of the Options are estimated as at the date of grant using the Black and Scholes model, taking into account the terms and conditions upon which the options were granted. The resultant fair value equated to \$13,569.
- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

19. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars (unless otherwise specified).

10% Placement Facility has the meaning given in Section 18.1.

Acquisition has the meaning given in Section 6.1.

Acquisition Resolutions means Resolutions 3, 4 and 9.

Associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting or any part of the Meeting.

CHOOSE Digital has the meaning given in Section 6.1.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means OpenDNA Limited ACN 613 410 398.

Completion has the meaning given in Section 6.3.

Constitution means the Constitution of the Company in force as at the date of this Notice.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director's Report means the annual director's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

HOA has the meaning given in Section 6.1.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Listing Rules means the listing rules of ASX.

Managing Director means the managing Director of the Company.

Meeting or **AGM** has the meaning in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** means this notice of Annual General Meeting and includes the Explanatory Memorandum.

Option means an option to acquire a Share.

Option Agreement has the meaning given in Section 6.1.

Orcoda has the meaning given in Section 6.1.

Period has the meaning given in Section 15.1.

Performance Shares means the Tranche 1 Performance Shares and Tranche 2 Performance Shares.

Placement Options has the meaning given in Section 11.

Placement Shares has the meaning given in Section 11.

Proxy Form means the proxy form attached to the Notice.

Related Parties has the meaning given in Section 15.1.

Related Party Shares has the meaning given in Section 15.1.

Remuneration Report means the remuneration report of the Company contained in the Director's Report.

Resolution means a resolution contained in this Notice.

RoofLife has the meaning given in Section 6.1.

Section means a section contained in this Explanatory Memorandum.

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

Schedule means a schedule to this Notice.

Shareholder means a shareholder of the Company.

Storm Enterprises means Storm Enterprises Pty Ltd.

Target Companies has the meaning given in Section 6.1.

Tranche 1 Performance Shares has the meaning given in Section 6.3.

Tranche 2 Performance Shares has the meaning given in Section 6.3.

Tranche 1 Placement Options has the meaning given in Section 11.

Tranche 1 Placement Securities has the meaning given in Section 11.

Tranche 1 Placement Shares has the meaning given in Section 11.

Tranche 2 Placement Options has the meaning given in Section 11.

Tranche 2 Placement Securities has the meaning given in Section 11.

Tranche 2 Placement Shares has the meaning given in Section 11.

Triple C Consulting means Triple C Consulting Pty Ltd.

Vendor has the meaning given in Section 6.1.

VWAP means volume weighted average market price of a Share.

SCHEDULE 1 – TERMS OF PERFORMANCE SHARES

The Performance Shares have the following terms and conditions.

1. Definitions

Change of Control Event means:

- (a) the occurrence of:
 - (i) the offer or under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (ii) that takeover bid has become unconditional; or
- (b) the announcement by the Company that:
 - (i) Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
 - (ii) the Court, by order, approves the scheme of arrangement,

but, for the avoidance of doubt does not include a scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company.

Company means OpenDNA Limited (ACN 613 410 398).

Corporations Act means the *Corporations Act 2001* (Cth).

Expiry Date means five (5) years from the date of the issue of the Performance Shares.

Holder means the holder of a Performance Share.

Listing Rules means the Listing Rules of the Australian Securities Exchange.

Milestone means the Tranche 1 Performance Share Milestone or the Tranche 2 Performance Share Milestone (as the case may be).

Performance Share means a Tranche 1 Performance Share or a Tranche 2 Performance Share (as the case may be) in the capital of the Company.

Section 606(1) means section 606(1) of the Corporations Act.

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

Shareholder means a registered holder of a Share.

Target Companies means CHOOSE Digital Limited (ACN 627 887 996) and RooLife Limited (ACN 626 705 299).

Tranche 1 Performance Share means a Performance Share issued by the Company that is subject to the Tranche 1 Performance Share Milestone and these terms.

Tranche 1 Performance Share Milestone will be taken to have been satisfied upon the Target Companies' businesses first achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements).

Tranche 2 Performance Share means a Performance Share issued by the Company that is subject to the Tranche 2 Performance Share Milestone and these terms.

Tranche 2 Performance Share Milestone will be taken to have been satisfied upon the Target Companies' businesses first achieving aggregate revenue of \$3 million in a rolling 12-month period (as confirmed by audited financial statements).

2. Dividend

Performance Share Holders are not entitled to a dividend.

3. Conversion

(a) Conversion:

The Performance Shares will convert into Shares in accordance with this section.

(b) Conversion Milestone and Ratio:

Subject to paragraph 5, upon the satisfaction of the applicable Milestone prior to the Expiry Date, each Performance Share will at no cost convert automatically into one (1) Share.

(c) Conversion on Change of Control Event:

Subject to paragraph 5, upon the occurrence of a Change of Control Event:

- (i) that number of Performance Shares that, after conversion, is equal to 10% of the issued Share capital of the Company (as at the date of the Change of Control Event) shall automatically convert into Shares;
- (ii) the Company shall ensure a pro-rata allocation of Shares issued under this paragraph to all Holders of Performance Shares; and
- (iii) any Performance Shares that are not converted into Shares in accordance with this paragraph will continue to be held by the Holder on the same terms and conditions.

4. Lapse after Expiry Date

If on the relevant Expiry Date:

- (a) the Milestone applicable to the Tranche 1 Performance Shares has not been satisfied, then all of the Tranche 1 Performance Shares held by each Holder shall consolidate into one Tranche 1 Performance Share and then convert into Shares on a one for one (1:1) basis; and
- (b) the Milestone applicable to the Tranche 2 Performance Shares has not been satisfied, then all of the Tranche 2 Performance Shares held by each Holder shall consolidate into one Tranche 2 Performance Share and then convert into Shares on a one for one (1:1) basis.

5. Takeover provisions

- (a) If the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) would result in any person being in contravention of Section 606(1) then the conversion of each Performance Share that would cause the contravention shall be deferred until such time or times thereafter that the conversion would not result in a contravention of Section 606(1).
- (b) The Holders shall give notification to the Company in writing if they consider that the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) may result in the contravention of Section 606(1) failing which the Company shall assume that the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) will not result in any person being in contravention of section 606(1).
- (c) The Company may (but is not obliged to) by written notice request the Holders to give notification to the Company in writing within seven (7) days if they consider that the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) may result in the contravention of Section 606(1). If the Holders do not give notification to the Company within seven (7) days that they consider the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) may result in the contravention of Section 606(1) then the Company shall assume that the conversion of Performance Shares (or part thereof) under paragraphs 3(b) or 3(c) will not result in any person being in contravention of Section 606(1).

6. After conversion

The Shares issued on conversion of any Performance Share will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.

7. Issue of Shares for no consideration

The Company shall allot and issue Shares upon conversion of the Performance Shares for no consideration to the Holder or its nominees and shall record the allotment and issue in the manner required by the Corporations Act and the Listing Rules.

8. Reconstruction

In the event of any reconstruction, consolidation or division of the issued capital of the Company, the Shares, the Performance Shares and their terms of conversion shall be reconstructed, consolidated or divided in the same manner such that no additional benefits are conferred by the Holders by virtue of such reconstruction, consolidation or division, and otherwise in accordance with the Listing Rules at the time of reorganisation.

9. Winding up

If the Company is wound up prior to conversion of all of the Performance Shares into Shares then the Holders will have no right to participate in surplus assets or profits of the Company on winding up.

10. Non-transferable

The Performance Shares are not transferable.

11. Copies of notices and reports

The Holders have the same right as Shareholders to receive notices, reports and audited accounts.

12. Voting rights

The Holders shall have no right to vote on any resolutions proposed at a Shareholders meeting of the Company, subject to the Corporations Act.

13. Participation in new issues

There are no participation rights or entitlements inherent in the Performance Shares and Holders will not be entitled to participate in new issues of capital (including but not limited to bonus issues and entitlement issues) offered to Shareholders during the currency of the Performance Shares.

14. Quotation

The Performance Shares are unquoted. No application for quotation of the Performance Shares will be made by the Company.

15. No other rights

The Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – TERMS OF OPTIONS

The following terms and conditions apply to the Options the subject of Resolutions 7, 9, 11, 15 and 16.

(a) **Entitlement**

The Options entitle the holder to subscribe for one Share upon exercise of each Option.

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.05 (**Exercise Price**) and an expiry date of 5.00pm (AWST) on 31 October 2021 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date. If an Option is not exercised before the Expiry Date it will automatically lapse (and thereafter be incapable of exercise).

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt by the Company as cleared funds of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then shares of the Company.

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

Within 15 business days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(l) **Adjustment for reorganization**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of Options**

The Options will initially be unlisted Options. Subject to satisfying the ASX listing criteria, the Options are intended to be quoted on ASX.

(n) **Options transferable**

If the Options are not listed options, then they are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act. Should the Options become listed Options in accordance with paragraph (m) above then the Options will be transferable in accordance with relevant market rules.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.