



14 October 2019

Ms Penelope Reid
Australian Securities Exchange Limited
By Email: Penelope.Reid@asx.com.au

Dear Penelope

OPENDNA LIMITED (“OPN”): RESPONSE TO AWARE QUERY.

OpenDNA Limited (“OPN” or the “Company”) provides the following responses to your questions and requests set out in your Aware Query received on 14 October 2019.

1. Noting the intra-day high price of OPN’s securities of \$0.043 today, does OPN consider the NBCF Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

The Company is of the view that the revenue attributable to the NBCF appointment, in concert with other announced contract wins, cumulatively contributes to material growth in the Company’s annualised revenue. The contract wins collectively demonstrate the Company’s drive to increase sales and engagement with clients. The Company’s historical revenue has been immaterial, therefore the progress towards sustained revenue is relevant information to the market.

In isolation, the revenue attributable to the NBCF appointment is not likely to have a material effect on the price or value of its securities, however, the award of the contract, further vindicates managements drive to win contracts and build revenue for the Group.

The ASX announcement in relation to NBCF was released ahead of the market opening on 14 October 2019 and follows the finalisation of negotiations in the afternoon of 11 October 2019, and the settlement of the announcement by the Company over the weekend of 12-13 October 2019.

2. If the answer to question 1 is “no”, please advise the basis for that view.

N/A

3. When did OPN first become aware of the NBCF Information?



The Company has been in communication with NBCF on an ongoing basis over the past two months as part of the negotiations on the contract. The Company considers the dealings were incomplete and of a confidential nature until settled in the afternoon of 11 October 2019 post market close.

4. If OPN first became aware of the NBCF Information before the relevant date, did OPN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe OPN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps OPN took to ensure that the information was released promptly and without delay.

No disclosure was made ahead of the ASX release on 14 October 2019 as the contract was incomplete and remained confidential. The Company released the information prior to market opening on 14 October 2019.

5. Noting the intra-day high price of OPN's securities of \$0.043 today, does OPN consider the Revenue Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

As indicated in (1) above, in isolation, the revenue attributable to the NBCF appointment is not likely to have a material effect on the price or value of its securities, however, the award of the contract, further vindicates managements drive to win contracts and build revenue for the Group.

The Company is of the view that the revenue attributable to the NBCF appointment, in concert with other announced contract wins, cumulatively contributes to material growth in the Company's annualised revenue.

6. If the answer to question 5 is "no", please advise the basis for that view.

Please refer to (5) above. The Company's historical revenue has been immaterial, therefore the progress towards sustained revenue is relevant information to the market, not the specific contract by contract revenue.

7. When did OPN first become aware of the Revenue Information?

The Company first became aware of the finalised revenue information relevant to the NBCF contract in the afternoon of 11 October 2019 post market close, with the announcement settled and approved by the Company over the weekend of 12-13 October 2019.

8. If OPN first became aware of the Revenue Information before the relevant date, did OPN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe OPN was obliged to release the information under Listing Rules 3.1 and 3.1A



and what steps OPN took to ensure that the information was released promptly and without delay.

N/A

9. Please confirm that OPN is complying with the Listing Rules and, in particular, Listing Rule 3.1.

The Company confirms that it is complying with the Listing Rules and, in particular Listing Rule 3.1

10. Please confirm that OPN's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of OPN with delegated authority from the board to respond to ASX on disclosure matters.

The Company's response has been approved by the Board of the Company.

Yours sincerely,

Peter Torre
Company Secretary
OpenDNA Limited



14 October 2019

Mr Peter Torre
Company Secretary
OpenDNA Limited
Unit B9, 1st Floor 431 Roberts Road
SUBIACO WA 6008

By email: peter@torreincorporate.com.au

Dear Mr Torre

OpenDNA Limited ('OPN'): Aware Query

ASX refers to the following:

- A. OPN's announcement entitled 'OPN Appointed Digital Partner to drive Brand & Awareness for National Breast Cancer Foundation' lodged on the ASX Market Announcements Platform and released at 9:50 AM EST on 14 October 2019 (the 'Announcement'), disclosing that OPN's 'fully owned digital marketing and online customer acquisition company, CHOOSE Digital, has been appointed by the National Breast Cancer Foundation...' ('NBCF Information') and that 'The appointment of CHOOSE Digital is expected to materially contribute to OPN's revenue this financial year' ('Revenue Information').
- B. OPN's securities opening at \$0.032 and closing at \$0.034 on Wednesday 9 October 2019.
- C. OPN's securities opening at \$0.036 and closing at \$0.041 on Thursday 10 October 2019.
- D. OPN's securities opening at \$0.041 and closing at \$0.039 on Friday 11 October 2019.
- E. OPN's securities trading at an intra-day high of \$0.043 today, Monday 14 October 2019.
- F. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- G. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- H. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*

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- *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed.”*
1. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for Information

Having regard to the above, ASX asks OPN to respond separately to each of the following questions and requests for information:

1. Noting the intra-day high price of OPN’s securities of \$0.043 today, does OPN consider the NBCF Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did OPN first become aware of the NBCF Information?
4. If OPN first became aware of the NBCF Information before the relevant date, did OPN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe OPN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps OPN took to ensure that the information was released promptly and without delay.
5. Noting the intra-day high price of OPN’s securities of \$0.043 today, does OPN consider the Revenue Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
6. If the answer to question 5 is “no”, please advise the basis for that view.
7. When did OPN first become aware of the Revenue Information?
8. If OPN first became aware of the Revenue Information before the relevant date, did OPN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe OPN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps OPN took to ensure that the information was released promptly and without delay.
9. Please confirm that OPN is complying with the Listing Rules and, in particular, Listing Rule 3.1.
10. Please confirm that OPN’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of OPN with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than 2:00 PM **AWST today, Monday, 14 October 2019**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, OPN's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require OPN to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to OPN's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that OPN's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in OPN's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Penelope Reid

Adviser, Listings Compliance (Perth)