
OpenDNA Limited (to be renamed RooLife Group Ltd)

ACN 613 410 398

NOTICE OF ANNUAL GENERAL MEETING

The 2019 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 29 November 2019 at 2.00pm (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 (to be renamed RooLife Group Ltd)

ACN 613 410 398

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of Shareholders of OpenDNA Limited (**Company**) (to be renamed RooLife Group Ltd) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 29 November 2019 at 2.00pm (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 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 27 November 2019 at 4pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 14.

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 2019, 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 2019 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.

2. RESOLUTION 2 – RE-ELECTION OF MR EVAN CROSS 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 Evan Cross, who retires by rotation and is eligible for re-election as a Director, is so re-elected.”

3. RESOLUTION 3 – RE-ELECTION OF MR WARREN BARRY AS A DIRECTOR

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

“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Warren Barry, a Director who was appointed as an additional Director on 20 December 2018, retires, and being eligible, is re-elected as a director.”

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES UNDER LISTING RULE 7.1 TO STOCKSONLINE PTY LTD

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 400,000 Shares to StocksOnline Pty Ltd (or its nominees) 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 a person who participated in the issue, or 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 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULE 7.1 – PETER NESVEDA

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 2,065,000 Shares to Mr Peter Nesveda 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 Peter Nesveda or 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.

6. RESOLUTION 6 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULE 7.1 – NEXT GENERATION FISHERIES PTY LTD

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 13,157,895 Shares to Next Generation Fisheries 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 Next Generation Fisheries Pty Ltd or 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.

7. RESOLUTION 7 – APPROVAL OF INCENTIVE OPTION PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive plan entitled “Incentive Option Plan” and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director, except one who is ineligible to participate in any employee incentive plan in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – APPROVAL OF PERFORMANCE RIGHTS PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme entitled “Performance Rights Plan” and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director, except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly.

9. RESOLUTION 9 – CHANGE OF COMPANY NAME

To consider, and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That with effect from the date that ASIC alters the details of the Company’s registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to Roolife Group Ltd.”

10. RESOLUTION 10 – 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 2019

BY ORDER OF THE BOARD



Peter Torre
Company Secretary

OPENDNA LIMITED (to be renamed RooLife Group Ltd)

ACN 613 410 398

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 29 November 2019 at 2.00pm (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 2019 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 19) 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 EVAN CROSS 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 Evan Cross 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 Cross has been an independent Non-Executive Director of the Company since July 2016. A career corporate adviser with more than 30 years' experience in corporate finance, investment banking and mergers and acquisitions. Mr Cross has also held executive director roles in a number of private and ASX-listed companies across a wide range of industries including technology, healthcare, mining and food and beverage. He is currently a director of Dreamscape Networks Limited and in the last 3 years has been a director of MyFiziq Limited, Activistic Limited and Ephraim Resources Limited

Mr Cross is considered to be an independent Non-Executive Director.

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

6. RESOLUTION 3 – RE-ELECTION OF MR WARREN BARRY AS A DIRECTOR

Clause 11.10 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.11 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Warren Barry was appointed as an additional director by the Directors on 20 December 2018 as part of the acquisitions of RooLife Limited and CHOOSE Digital Pty Ltd, and retires in accordance with clause 11.11 of the Constitution and ASX Listing Rule 14.4. He offers himself for re-election pursuant to clause 11.11 of the Constitution.

Mr Warren Barry has been involved in the digital space for over 22 years and has been actively involved in taking several companies to Initial Public Offerings. He has setup and sold several digital agencies over the years as well as being a former CEO of publicly listed Company Gruden. Mr Barry has a BSC from UNSW and a MBA from UWA. Mr Barry's key area of focus is developing online strategies for companies but also working with them on developing ways to commercialise and monetise their digital footprint. Over his journey to date, Warren has worked with very high-profile clients including but not limited to Telstra, AFL, CUB, Betta, Sydney Airports, Adelaide Airports, Curves Gym, Shop a Docket, Sealink and The Agency.

Mr Barry is an Executive Director of the Company. As such, if elected, the Board does not consider Mr Barry to be an independent director.

The Board (with the exception of Mr Barry) recommends Shareholders vote in favour of 3.

7. RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES TO STOCKSONLINE PTY LTD

7.1 General

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 400,000 Shares to StocksOnline Pty Ltd (Trading as Small Caps) in consideration for services in relation to the distribution of ASX announcements and media campaigns to be provided to the Company over the 6 month period commencing from October 2019.

7.2 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.

7.3 Listing Rule 7.4

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 400,000 Shares to StocksOnline Pty Ltd did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the 400,000 Shares to StocksOnline Pty Ltd 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.

7.4 Technical information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 4:

- (a) on 16 October 2019 the Company issued 400,000 Shares to StocksOnline Pty Ltd;
- (b) the Shares were issued for nil consideration in consideration for services to be rendered by StocksOnline Pty Ltd;
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Shares were issued to StocksOnline Pty Ltd, which is not a related party of the Company;
- (e) no funds were raised from the issue as the Shares were issued as consideration for services to be rendered by StocksOnline Pty Ltd; and
- (f) a voting exclusion statement for Resolutions 4 is included in the Notice.

8. RESOLUTION 5 – RATIFICATION OF ISSUE OF SECURITIES TO PETER NESVEDA

8.1 General

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares to Mr Peter Nesveda.

In February 2019, the Company engaged Mr Peter Nesveda's Company, Intuitive Pty Ltd to work with the Directors and management of the Company in the role of investor relations and to support in marketing the Company to investors, assist with roadshows, networking, corporately advising senior management and directors strategically ad operationally.

As fees for such services, the Company is required to pay a consulting fee of \$5,000 per month (exclusive of GST). In addition, the Company agreed to issue the following Shares to Mr Peter Nesveda as part consideration for his services:

- i. 550,000 Shares at the commencement of the engagement
- ii. 675,000 Shares after 3 months from commencement of the engagement
- iii. 675,000 Shares after 6 months from commencement of the engagement
- iv. The following Shares which are milestone based:
 - a. 165,000 Shares when the Company's share price reaches \$0.05
 - b. 165,000 Shares when the Company's share price reaches \$0.075
 - c. 165,000 Shares when the Company's share price reaches \$0.10
 - d. 165,000 Shares when the Company's share price reaches \$0.125
 - e. 165,000 Shares when the Company's share price reaches \$0.15
 - f. 165,000 Shares when the Company's share price reaches \$0.17.5
 - g. 165,000 Shares when the Company's share price reaches \$0.20

On 28 June 2019, the Company issued 1,390,000 Shares relevant to (i) and (ii), and (iv)(a) above.

On 16 October 2019, the Company issued 675,000 Shares relevant to (iii) above.

A summary of Listing Rule 7.1 and Listing Rule 7.4 is set out in Section 7.2 and 7.3 respectively above.

The Company confirms the issue of the 2,065,000 Shares to Peter Nesveda did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the 2,065,000 Shares to Peter Nesveda 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.

8.2 Technical information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 5:

- (a) on 28 June 2019 and 16 October 2019, the Company issued 1,390,000 Shares and 675,000 Shares respectively to Mr Peter Nesveda;
- (b) the Shares were issued for nil consideration in part satisfaction of the fees for services provided by Peter Nesveda;
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Shares were issued to Mr Peter Nesveda, who is not a related party of the Company;
- (e) no funds were raised from the issue to Mr Peter Nesveda as the Shares were issued as consideration for services provided to the Company; and
- (f) a voting exclusion statement for Resolutions 5 is included in the Notice.

9. RESOLUTION 6 – RATIFICATION OF ISSUE OF SECURITIES TO NEXT GENERATION FISHERIES PTY LTD

9.1 General

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares to Next Generation Fisheries Pty Ltd.

On 16 September 2019, the Company announced that it will partner with iconic Western Australian tourist destination, Lobster Shack to provide marketing and Chinese mobile payment processing to service the Chinese tourism market.

In addition to the provision of marketing and payment processing services, the Company agreed a strategic placement of shares ("Placement") in OpenDNA to the Thompson Family's company Next Generation Fisheries Pty Ltd, founders of the Lobster Shack restaurant and Indian Ocean Rock Lobster, the seafood processing facility in Cervantes WA exporting live lobsters and a range of seafood products to China and other markets.

The Company issued 13,157,895 new Shares having an issue price of \$0.038 on 16 October 2019, raising \$500,000. The funds are to be applied to the expansion of the RooLife platform and services, and general working capital, and were issued utilising the Company's placement capacity under ASX Listing Rule 7.1.

A summary of Listing Rule 7.1 and Listing Rule 7.4 is set out in Section 7.2 and 7.3 respectively above.

The Company confirms the issue of the 13,157,895 Shares to Next Generation Fisheries Pty Ltd did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the 13,157,895 Shares to Next Generation Fisheries Pty Ltd 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.

9.2 Technical information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 6:

- (a) on 16 October 2019, the Company issued 13,157,895 Shares to Next Generation Fisheries Pty Ltd;
- (b) the Shares were issued at \$0.038 to raise \$500,000;
- (c) the Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Shares were issued to Next Generation Fisheries Pty Ltd, which is not a related party of the Company;
- (e) \$500,000 was raised from the issue and will be applied to the expansion of the RooLife platform and services, and general working capital; and
- (f) a voting exclusion statement for Resolutions 6 is included in the Notice.

10. RESOLUTION 7 – APPROVAL OF INCENTIVE OPTION PLAN

This Resolution seeks Shareholder approval for the adoption of the employee incentive plan entitled "Incentive Option Plan" (**IOP**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

As set out in section 7.2 above, ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the IOP as an exception to ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Options under the IOP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

The IOP was first established at the time of the Company's admission to the ASX in November 2016, and accordingly the Company is seeking approval of the IOP at the Meeting to issue Options under the IOP to eligible participants over a period of 3 years from the Meeting.

Shareholders should note that, as at the date of this Notice:

- 3,000,000 Options have previously been issued under the IOP;
- No Options have been converted into Shares issued to their recipients;
- 3,000,000 Options have vested but remain unconverted into Shares; and
- No Options remain unvested.

The objective of the IOP is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the IOP and the future issue of Shares under the IOP will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Shares under the IOP to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the IOP is set out in Schedule 2. In addition, a copy of the IOP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the IOP can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

A voting exclusion statement has been included for the purposes of Resolution 7.

11. RESOLUTION 8 – APPROVAL OF PERFORMANCE RIGHTS PLAN

This Resolution seeks Shareholder approval for the adoption of the employee incentive scheme entitled “Performance Rights Plan” (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the Plan as an exception to ASX Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to issue Performance Rights under the Plan to eligible participants over a period of 3 years without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

This is the first time the Plan is being approved by Shareholders and there have been no issues under the Plan to date.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Shares under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Shares under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX’s opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

A voting exclusion statement has been included for the purposes of Resolution 8.

12. RESOLUTION 9 – CHANGE OF COMPANY NAME

The Directors have determined to change the Company name to RooLife Group Ltd. The Directors are of the view that the proposed name change better reflects the Company’s identity in the markets within which it operates, and will assist in further expanding into those markets.

The Directors are of the view that the Company, with its Artificial Intelligence driven Digital Marketing and e-Commerce offering, is better positioned with a business name that aligns with the complete range of products and services offered and which avoids confusion as to its core offerings, as has often been the case when management and the Directors have presented on the Company’s operations.

Resolution 9 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act.

Resolution 9 is a special resolution.

The change of name of the Company will take effect from when ASIC alters the details of the Company's registration.

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

13.1 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 13.2(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 10 is in the best interests of the Company and unanimously recommend Shareholders vote in favour of this Resolution.

13.2 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 two classes of quoted Equity Securities, being Shares (ASX Code: OPN) and Options (ASX Code: OPNO).

(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 272,497,036 Shares. If Resolution 11 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 40,874,555 Equity Securities under Listing Rule 7.1; and
- (ii) 27,249,703 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 13.2(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).

13.3 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 11 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)	\$0.0175 50% decrease in Issue Price	\$0.035 Issue Price	\$0.070 100% increase in Issue Price
272,497,036 (Current Variable A)	Shares issued - 10% voting dilution	27,249,703 Shares	27,249,703 Shares	27,249,703 Shares
	Funds raised	\$476,869	\$953,739	\$1,907,479
408,745,554 (50% increase in Variable A)	Shares issued - 10% voting dilution	40,874,555 Shares	40,874,555 Shares	40,874,555 Shares
	Funds raised	\$715,304	\$1,430,609	\$2,861,218
544,994,072 (100% increase in Variable A)	Shares issued - 10% voting dilution	54,499,407 Shares	54,499,407 Shares	54,499,407 Shares
	Funds raised	\$953,7398	\$1,907,479	\$3,814,958

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 \$0.035, being the closing price of the Shares on ASX on 16 October 2019; and

- (viii) the table does not reflect any securities to be issued as a result of other Resolutions being passed at the Meeting if any.
- (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 2018 Annual General Meeting (**Previous Approval**). The Company has issued 20,687,413 Equity Securities pursuant to the Previous Approval. During the 12 month period preceding the proposed date of the 2019 AGM, being on and from 29 November 2018, the Company otherwise issued a total of 149,200,988 Shares, 88,724,307 Listed Options and 30,566,191 Performance Shares which represents approximately 156.05% of the total number of Equity Securities on issue in the Company as at 29 November 2018, which was 172,046,048.

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
11/12/2018	60,000,000	ORD shares	Professional and sophisticated investors	\$0.035 ⁽ⁱ⁾	\$0.032	N/A	\$2,100,000
11/12/2018	30,000,000	Listed Options	Professional and sophisticated investors	Nil ⁽ⁱⁱ⁾	\$0.032	Not applicable	Nil
11/12/2018	2,636,071	ORD shares	Directors	\$0.035 ⁽ⁱⁱⁱ⁾	\$0.032	N/A	Nil
11/12/2018	23,500,000	Listed Options	Advisors	Nil ^(iv)	\$0.032	Not applicable	Nil
21/12/2018	20,942,020	ORD shares	Vendors of RooLife Limited and CHOOSE Digital Pty Ltd	Nil ^(v)	\$0.034	Not applicable	Nil
21/12/2018	30,476,191	Performance Shares	Vendors of RooLife Limited and CHOOSE Digital Pty Ltd	Nil ^(vi)	\$0.034	Not applicable	Nil
21/01/2019	1	ORD shares	Mr Jay Shah	Nil ^(vii)	\$0.034	Not applicable	Nil
01/02/2019	10,000	Listed Options	Professional and sophisticated investor	\$0.01 ^(viii)	N/A	N/A	\$100
01/05/2019	33,333,333	ORD Shares	Professional and sophisticated investor	\$0.04 ^(ix)	\$0.041	2.44%	\$1,333,333
13/05/2019	16,666,667	Listed Options	Professional and sophisticated investors	Nil ^(x)	\$0.040	Not applicable	Nil
28/06/2019	16,666,667	ORD Shares	Professional and sophisticated investors	\$0.04 ^(xi)	\$0.042	4.76%	\$666,667
28/06/2019	8,333,333	Listed Options	Professional and sophisticated investors	Nil ^(xii)	\$0.042	Not applicable	Nil

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
28/06/2019	1,390,000	ORD Shares	Mr Peter Nesveda	Nil ^(xiii)	\$0.042	Not applicable	Nil
28/06/2019	3,000,000	Listed Options	Advisors	Nil ^(xiv)	\$0.042	Not applicable	Nil
16/10/2019	13,157,895	ORD Shares	Next Generation Fisheries Pty Ltd	\$0.038 ^(xv)	\$0.035	N/A	\$500,000
16/10/2019	675,000	ORD Shares	Mr Peter Nesveda	Nil ^(xiii)	\$0.035	Not applicable	Nil
16/10/2019	400,000	ORD Shares	StocksOnline Pty Ltd	Nil ^(xvi)	\$0.035	Not applicable	Nil
16/10/2019	1	ORD Share	Mr Richard Jarvis	Nil ^(xvii)	\$0.035	Not applicable	Nil

Notes:

- (i) Of the total cash consideration for this issue, all funds have been spent to date. The funds were used for the cash component of the CHOOSE Digital Pty Ltd and RooLife Limited acquisitions, integration of both businesses and ongoing working capital requirements.
- (ii) Listed 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 Directors. The Shares were issued for nil consideration as they were issued in lieu of fees owing to Directors.
- (iv) Options exercisable at \$0.05 each, on or before 31 October 2021 issued to advisors for nil consideration as part consideration for fees associated with capital raisings.
- (v) Shares issued to the vendors of RooLife Limited and CHOOSE Digital Pty Ltd as part consideration for the acquisition of all the issued capital in those companies.
- (vi) Performance Shares issued to the vendors of RooLife Limited and CHOOSE Digital Pty Ltd as part consideration for the acquisition of all the issued capital in those companies. The full terms and conditions of the Performance Shares were disclosed in the ASX announcement dated 24 December 2018. The value of the performance shares at the time of acquisition was \$0.035 per share. The current value of the performance shares as at 16 October 2018 was the same value of \$0.035
- (vii) 1 Shared issued on the cancellation of Performance Rights held by Mr Jay Shah in accordance with the terms of those Performance Rights.
- (viii) 10,000 Listed Options issued pursuant to a cleansing prospectus to facilitate secondary trading of options on the ASX. Options had not yet traded to determine closing option price.
- (ix) Of the total cash consideration for this issue, approximately \$685,000 has been spent to date. The funds were used for the expansion of RooLife Limited Platform and services and for general working capital.
- (x) Listed Options, exercisable at \$0.05 each, on or before 31 October 2021 issued as free attached to the shares issued in (ix) above.
- (xi) Of the total cash consideration for this issue, no funds have been spent to date. The intended use of the funds were used for the expansion of RooLife Limited Platform and services and for general working capital.

- (xii) Listed Options, exercisable at \$0.05 each, on or before 31 October 2021 issued as free attached to the shares issued in (xi) above.
 - (xiii) Shares issued to Mr Peter Nesveda for nil consideration as part consideration for services.
 - (xiv) Options exercisable at \$0.05 each, on or before 31 October 2021 issued to advisors for nil consideration as part consideration for fees associated with capital raisings.
 - (xv) Of the total cash consideration for this issue, no funds have been spent to date. The intended use of funds is set out in Section 10.2(e).
 - (xvi) Shares issued to StocksOnline for nil consideration as consideration for services.
 - (xvii) 1 shares issued on the cancellation of Performance Shares under the terms of those Performance Shares.
- (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.

14. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars (unless otherwise specified).

10% Placement Facility has the meaning given in Section 13.1.

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.

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

Company means OpenDNA Limited ACN 613 410 398 (to be renamed Roolife Group Ltd).

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.

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.

Proxy Form means the proxy form attached to the Notice.

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

Resolution means a resolution contained in this Notice.

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.

VWAP means volume weighted average market price of a Share.

Schedule 1 – SUMMARY OF PERFORMANCE RIGHTS PLAN

1. The key terms of the Plan are as follows:
 - (a) The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
 - (i) a Director (whether executive or non-executive) of any Group Company;
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by the Class Order; or
 - (iv) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (i), (ii) or (iii) above,
 - (b) **(Eligible Participants).** Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
 - (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
 - (i) the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
 - (ii) the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
 - (iii) any applicable vesting conditions;
 - (iv) any restriction period the Board has resolved to apply to Shares issued on exercise of the Performance Rights;
 - (v) when unvested Performance Rights will expire (**Expiry Date**);
 - (vi) the date by which an offer must be accepted (**Closing Date**); and
 - (vii) any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.
 - (d) Subject to clause (h), a Performance Right granted under the PR Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.
 - (e) The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.

- (f) Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the Participant or his or her personal representative (as the case may be) the number of Shares the Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- (g) A Performance Right will lapse upon the earlier to occur of:
- (i) three (3) years from their date of issue, if they are not exercised prior to this date;
 - (ii) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
 - (iii) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
 - (iv) a vested Performance Right is not exercised within the time limit specified in the Plan;
 - (v) an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right or resolves to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible, in accordance with the Plan;
 - (vi) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
 - (vii) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan; and
 - (viii) the Expiry Date of the Performance Right.
- (h) The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
- (i) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
 - (A) death or total or permanent disability; or
 - (B) retirement or redundancy; or
 - (ii) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
 - (iii) a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company,

in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within the Board notifying that the Performance Right has vested and before it lapses, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.

SCHEDULE 2 – SUMMARY OF INCENTIVE OPTION SCHEME

The key terms of the Employee Option Scheme are as follows:

- (a) **Eligibility:** Participants in the Scheme may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor **of a Group Company to the extent permitted by** ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (i), (ii) or (iii) above,
- who is declared by the Board to be eligible to receive grants of Options under the Scheme (Participants).**
- (b) **Administration of Plan:** The Board is responsible for the operation of the Scheme and has a broad discretion to determine which Participants will be offered Options under the Scheme.
- (c) **Offer:** The Board may issue an offer to a Participant to participate in the Scheme. The offer:
- (i) Set out the number of Options offered under the Scheme;
 - (ii) will specify the exercise price and expiry date of the Options;
 - (iii) will specify any exercise conditions and restriction periods applying to the Options;
 - (iv) will specify an acceptance period; and
 - (v) specify any other terms and conditions attaching to the Options.
- (d) **Participation in Rights Issues and Bonus Issues:** There are no participating 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 without exercising the Options.
- (e) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (f) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Scheme will be issued for no more than nominal cash consideration.
- (g) **Exercise Conditions:** An Option may be made subject to exercise conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (h) **Restriction Periods:** a Share issued on exercise of an Option may be made subject to a restriction period as determined by the Board in with the Scheme and as specified in the Offer for the Option.
- (i) **Lapse of Options:** An Option will lapse upon the earlier to occur of:

- (i) three (3) years from their date of issue, if they are not exercised prior to this date;
 - (ii) an unauthorised dealing in, or hedging of, the Option occurring, as governed by the Plan;
 - (iii) a Vesting Condition in relation to the Option is not satisfied by the due date, or becomes incapable of satisfaction;
 - (iv) in respect of unvested Options only, the relevant Participant ceases to be a Participant, unless the Board:
 - (i) exercises its discretion to vest the Option; or
 - (ii) in its absolute discretion, resolves to allow the unvested Options to remain unvested after the relevant Participant ceases to be a Participant;
 - (v) in respect of vested Options only, a relevant Participant ceases to be a Participant and the Option granted in respect of that Participant is not exercised within one (1) month (or such later date as the Board determines) of the date the Participant ceases to be a Participant;
 - (vi) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the holder/Participant;
 - (vii) the Company undergoes a change of control or a winding up resolution or order is made, and the Option does not vest; and
 - (viii) the expiry of the Option.
- (j) **Power of attorney:** Each Participant, in consideration of an offer, irrevocably appoints the Company and any person nominated from time to time by the Company (each an "attorney"), severally, as the Participant's attorney to complete and execute any documents including applications for Shares and Share transfers and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of giving effect to the provisions of the Scheme.
- (k) **Scheme limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (l) **Restriction on transfer:** Options will not be transferable except to the extent provided for by the Scheme or unless the Offer provides otherwise.
- (m) **Quotation on ASX:** Options will not be quoted on the ASX, except to the extent provided for by the Scheme or unless the Offer provides otherwise.
- (n) **Rights attaching to Shares:** Each Share issued on exercise of an Option will have the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Scheme) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.



OPENDNA

ABN 14 613 410 398



OPN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST)** **Wednesday 27 November 2019**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of OpenDNA Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OpenDNA Limited to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on Friday, 29 November 2019 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Evan Cross as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Warren Barry as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Ratification of Issue of Shares under Listing Rule 7.1 to Stocksonline Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Ratification of Issue of Securities under Listing Rule 7.1 – Peter Nesveda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Ratification of Issue of Securities under Listing Rule 7.1 – Next Generation Fisheries Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

