

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

**GENETIC TECHNOLOGIES LIMITED**

ABN

**17 009 212 238**

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 115,188,143   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares<br><br>- 34,066,809 in respect of the drawdown, under the standby equity placement facility.<br><br>- 78,181,336 in respect of conversion of 889,000 convertible notes<br><br>- 2,939,998 in respect of interest accrued under the convertible notes |

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4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

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

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

Yes

5 Issue price or consideration

- 34,066,809 at \$0.02447

- The face value of Convertible Notes converted at \$1.00 per note (\$889,000), plus interest accrued (\$33,431). There will be no additional funds received by the Company for the Notes becoming Convertible Notes.

6 Purpose of the issue  
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

- 34,066,809 - The drawdown of funds pursuant to an allotment request submitted to Kentgrove Capital Growth Fund under the standby equity placement facility, details of which were announced to the market on 22<sup>nd</sup> January 2015.

- To provide the Company with general working capital and to fund the continuing commercialisation and to facilitate the acceptance and growth of the Company's flagship lead breast cancer risk test BREVA Genplus™.

6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h *in relation to the <sup>+</sup>securities the subject of this Appendix 3B*, and comply with section 6i

No

6b The date the security holder resolution under rule 7.1A was passed

Not applicable

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

6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable				
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable				
6f	Number of securities issued under an exception in rule 7.2	Not applicable				
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Not applicable				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	16,526,305				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	2 February 2015				
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,080,648,255</td> <td style="text-align: center;">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	1,080,648,255	Ordinary shares
Number	+Class					
1,080,648,255	Ordinary shares					

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9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		1,875,000	Options at \$0.19, exp. 31/3/2016 (GTGAW)
		1,000,000	Options at \$0.20, exp. 31/7/2016 (GTGAM)
		750,000	Options at \$0.12, exp. 20/2/2017 (GTGAK)
		2,650,000	Options at \$0.14, exp. 29/8/2017 (GTGAO)
		250,000	Options at \$0.10, exp. 1/12/17 (GTGAQ)
		500,000	Options at \$0.10, exp. 25/1/18 (GTGAS)
		750,000	Options at \$0.105, exp. 11/7/18 (GTGAY)
		6,875,000	Options at \$0.04, exp. 31/5/19 (GTGAA)
		501,000	Convertible Notes issued on 3 December 2014 (GTGAB)
		116,666,666	Options at \$0.015, exp. 2/12/2018 (GTGAC)

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |   |
|----|---|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 11 | Is security holder approval required?   | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 12 | Is the issue renounceable or non-renounceable?  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 13 | Ratio in which the +securities will be offered  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 14 | +Class of +securities to which the offer relates  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 15 | +Record date to determine entitlements  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 17 | Policy for deciding entitlements in relation to fractions   | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | <div style="border: 1px solid black; height: 70px; width: 100%;"></div> |
| 19 | Closing date for receipt of acceptances or renunciations  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 20 | Names of any underwriters   | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 21 | Amount of any underwriting fee or commission  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 22 | Names of any brokers to the issue   | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 23 | Fee or commission payable to the broker to the issue  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |

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| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | +Despatch date  |  |

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
  
 If the additional securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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- 41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another security, clearly identify that other security)
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- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)
- | Number | +Class |
|--------|--------|
|        |        |

+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
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*Chief Operating Officer & Chief Financial Officer*

Date: 2 February 2015

Print name: **Eutillio Buccilli**

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+ See chapter 19 for defined terms.



## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

Introduced 01/08/12

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	597,926,082
<p><i>Add</i> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>19,074,112</p> <p>413,002,141</p>
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	75,937,500
<b>“A”</b>	954,064,835
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<i>Multiply</i> “A” by 0.15	143,109,725

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<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
"C"	126,583,420
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	143,109,725
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	126,583,420
<p><b>Total ["A" x 0.15] – "C"</b></p>	<p>16,526,305</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

**Part 2**

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

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

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+ See chapter 19 for defined terms.