

**Genetic Signatures Limited
(ACN 095 913 205)
Notice of Extraordinary General Meeting**

Notice is given that the Extraordinary General Meeting of members of Genetic Signatures Limited (**Company** or **Genetic Signatures**) will be held as follows:

Date: **Thursday, 13 October 2016**

Time: **11.00am (AEDT)**

Venue: **BDO
Level 11
1 Margaret Street
Sydney NSW 2000**

BUSINESS

The business of the Meeting is to consider the following proposed resolutions.

1. Ratification of Tranche 1 Placement

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

“That the issue of 10,901,161 Shares to participants in the Tranche 1 Placement completed on 8 September 2016 at \$0.47 per Share and otherwise as described in the Explanatory Memorandum is ratified and approved.”

2. Approval of Tranche 2 Placement (excluding participation by Directors)

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

“That the issue of 17,906,074 Shares to participants in the Tranche 2 Placement (other than those participants referred to in Resolutions 3(a) to 3(e)) at \$0.47 per Share and otherwise as described in the Explanatory Memorandum is approved.”

3. Participation of Directors in Tranche 2 Placement

To consider and, if thought fit, to pass the following resolutions as separate **ordinary resolutions**:

- (a) *“That the issue of 532,000 Shares to Platon Ventures Pty Ltd at \$0.47 per Share under the Tranche 2 Placement and otherwise as described in the Explanatory Memorandum is approved.”*
- (b) *“That the issue of 21,000 Shares to John Melki at \$0.47 per Share under the Tranche 2 Placement and otherwise as described in the Explanatory Memorandum is approved.”*
- (c) *“That the issue of 107,000 Shares to Michael Aicher at \$0.47 per Share under the Tranche 2 Placement and otherwise as described in the Explanatory Memorandum is approved.”*
- (d) *“That the issue of 213,000 Shares to Juleyu Pty Ltd at \$0.47 per Share under the Tranche 2 Placement and otherwise as described in the Explanatory Memorandum is approved.”*
- (e) *“That the issue of 107,000 Shares to Koona Nominees Pty. Ltd. at \$0.47 per Share under the Tranche 2 Placement and otherwise as described in the Explanatory Memorandum is approved.”*

IMPORTANT NOTES

Voting exclusion statements

The Company will disregard any votes cast on:

- Resolution 1 by persons who participated in the Tranche 1 Placement and their associates;
- Resolution 2 by persons who may participate in the Tranche 2 Placement (other than those participants referred to in Resolutions 3(a) to 3(e)) and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if the Resolution is passed, and their associates;
- Resolution 3(a) by Platon Ventures Pty Ltd and its associates;
- Resolution 3(b) by John Melki and his associates;
- Resolution 3(c) by Michael Aicher and his associates;
- Resolution 3(d) by Juleyu Pty Ltd and its associates; and
- Resolution 3(e) by Koon Nominees Pty. Ltd. and its associates.

However, the Company will not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Chairman will vote all undirected proxies in favour of these Resolutions. If you wish to vote “against” or “abstain” you should mark the relevant boxes in the attached proxy form.

Other Information

An Explanatory Memorandum accompanies and forms part of this Notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal advisor for assistance.

Proxies

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy need not be a Shareholder of the Company.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholders votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged by posting them or delivering them by hand to the address specified below;

- (b) received at the fax number specified below; or
- (c) registered online at www.votingonline.com.au/gssegm2016

not later than 48 hours before the Meeting i.e. 11.00am (AEDT) on Tuesday, 11 October 2016.

Hand delivery address: Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

Postal address: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Fax number: +61 2 9290 9655

A form of proxy is provided with this Notice.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered holders at 7.00pm (AEDT) on Tuesday, 11 October 2016. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Anna Sandham
Company Secretary
12 September 2016

**Genetic Signatures Limited
(ACN 095 913 205)
Explanatory Memorandum**

This Explanatory Memorandum relates to the Extraordinary General Meeting of members of Genetic Signatures Limited (**Company** or **Genetic Signatures**) to be held at the offices of BDO at Level 11, 1 Margaret Street, Sydney NSW 2000 on Thursday, 13 October 2016 at 11.00am (AEDT).

Background

As announced on 2 September 2016, Genetic Signatures has successfully completed an institutional placement to raise \$14 million through the issue of 29.8 million new Shares (**Offer**).

The proceeds from the placement will be used for commercial expansion in Australia, the European Union and the USA, obtaining further regulatory approvals to Genetic Signatures' products, further product development and working capital purposes.

The placement was priced at \$0.47 per share, representing a 7.8% discount to the last close price prior to the placement on Tuesday, 30 August 2016 and a 9.6% discount to the 30-day volume weighted average price to that date.

The placement received strong support from offshore specialist healthcare investors and domestic institutional investors, resulting in the placement being well oversubscribed at the offer price.

The placement is being completed in two tranches:

- The first tranche of the new Shares, being 10,901,161 Shares, were issued on 8 September 2016 (**Tranche 1 Placement**) under Genetic Signatures' capacity pursuant to ASX Listing Rule 7.1.
- The second tranche of the new Shares, being 18,886,074 Shares, (**Tranche 2 Placement**) is proposed to be issued on 19 October 2016, subject to approval by Shareholders. The Directors propose to participate in the Tranche 2 Placement to acquire a maximum total of 980,000 Shares, subject to approval by Shareholders.

The purpose of the Meeting is to seek ratification by Shareholders of the Tranche 1 Placement and approval by Shareholders to the Tranche 2 Placement and the participation of Directors in it.

Further information in relation to each of the Resolutions is set out below.

In conjunction with the placement, a share purchase plan is being offered to eligible Shareholders in Australia and New Zealand (**SPP**). Under the SPP, holders of existing shares in Genetic Signatures on the share register as at 7.00pm (AEDT) on the record date of Thursday, 1 September 2016 and who are eligible Shareholders in Australia or New Zealand are invited to subscribe for up to \$15,000 of new fully paid ordinary shares in Genetic Signatures per eligible Shareholder. The SPP is capped at \$1 million.

Participation in the SPP is optional. Further information in relation to the SPP, including the SPP terms and conditions, are outlined in a separate SPP Booklet which will be dispatched to eligible Shareholders.

Resolution 1 – Ratification of Tranche 1 Placement

Listing Rule 7.1 of the ASX Listing Rules restricts the number of equity securities that a listed company may issue in any 12 month period, without the approval of shareholders, to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. In calculating the 15% limit, the entity is entitled to deduct any ordinary securities issued in the 12 month period that were issued with the approval of shareholders for the purposes of Listing Rule 7.1.

Under Listing Rule 7.4 of the ASX Listing Rules, an issue of securities without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently approve the issue.

The approval by Shareholders of Resolution 1 will provide the Company with flexibility in considering any necessary further fundraising or acquisitions and will enable the Company to raise further funds at any time during the next 12 months by issuing up to the full 15% of its issued share capital. Any Share issues approved in accordance with Resolution 1 will not be counted towards the calculation of the 15% limit.

The information in relation to the Tranche 1 Placement set out below is required to be provided to Shareholders under the Listing Rules with respect to obtaining this approval:

- 10,901,161 Shares were issued under the Tranche 1 Placement.
- These Shares were issued at a price of \$0.47 per Share.
- The Shares issued were fully paid ordinary shares in Genetic Signatures and have the same terms as, and rank equally with, all other Shares on issue.
- The Shares were issued to institutional investors identified by Genetic Signature's placement agent, Bell Potter Securities Limited.
- The funds raised from the issue of Shares will be used by Genetic Signatures for commercial expansion in Australia, the European Union and the USA, obtaining further regulatory approvals to Genetic Signatures' products, further product development and working capital purposes.

Resolution 2 – Approval of Tranche 2 Placement (excluding participation by Directors)

The issue of Shares under the Tranche 2 Placement will exceed the limit of equity securities that Genetic Signatures can issue under Listing Rule 7.1 (as described above) without Shareholder approval. Accordingly Resolution 2, if approved, operates to satisfy the requirement of Listing Rule 7.1 so as to permit the Company to undertake the Tranche 2 Placement.

Resolution 2 seeks Shareholder approval for the issue of Shares to participants in the Tranche 2 Placement who are not related parties of the Company. Shareholder approval for the proposed participation of Directors in the Tranche 2 Placement is not being sought under Resolution 2. Instead, proposed participation of Directors in the Tranche 2 Placement is subject to separate Shareholder approval for the purposes of Listing Rule 10.11 (as described below and as sought by Resolutions 3(a) to 3(e)). This is because Shareholder approval under Listing Rule 7.1 (as is being sought by Resolution 2) is not required if Shareholder approval is given under Listing Rule 10.11.

The following information is required to be provided to Shareholders under the Listing Rules with respect to obtaining this approval:

- The maximum number of Shares that are intended to be issued by the Company pursuant to the Shareholder approval sought by Resolution 2 is 17,906,074 Shares. When aggregated with the maximum 980,000 Shares proposed to be issued to Directors subject to Shareholder approval of Resolutions 3(a) to 3(e), this equals the 18,886,074 Shares proposed to be issued by the Company pursuant to the Tranche 2 Placement.
- The Shares will be issued on the allotment date for the Tranche 2 Placement. This is expected to occur on 19 October 2016, and in any event will occur within 3 months of the date of the Meeting.
- The issue price of each Share will be \$0.47.
- The Shares will be issued to institutional investors identified by Genetic Signature's placement agent, Bell Potter Securities Limited.

- The terms of the Shares issued under the Tranche 2 Placement will, upon issue, be identical to the terms of all other fully paid ordinary shares in the capital of the Company.
- The funds raised from the issue of Shares will be used by Genetic Signatures for commercial expansion in Australia, the European Union and the USA, obtaining further regulatory approvals to Genetic Signatures' products, further product development and working capital purposes.

Resolutions 3(a) to 3(e) – Participation of Directors in Tranche 2 Placement

Resolutions 3(a) to 3(e) approve the participation of Directors in the Tranche 2 Placement.

Listing Rule 10.11 prohibits a company from issuing shares to a related party without shareholder approval, subject to certain exceptions. None of these exceptions apply.

Accordingly each of Resolutions 3(a) to 3(e), if approved, operate to satisfy the requirement of Listing Rule 10.11 so as to allow for the participation of the relevant Directors in the Tranche 2 Placement. A maximum total of 980,000 Shares are proposed to be issued to the Directors, subject to Shareholder approval. These Shares form part of, and are not in addition to, the 18,886,074 Shares to be issued under the Tranche 2 Placement.

The following information is required to be provided to Shareholders under the Listing Rules with respect to obtaining these approvals:

- The persons who will receive the Shares, their relationship to a Director (if they are not one) and the maximum number of Shares to be issued to them, is set out below:

Resolution	Person who will receive Shares	Director / Relationship to a Director	Maximum number of Shares
3(a)	Platon Ventures Pty Ltd	Company controlled by Nick Samaras, a Director	532,000
3(b)	John Melki	Director	21,000
3(c)	Michael Aicher	Director	107,000
3(d)	Juleyu Pty Ltd	Trustee of the self-managed superannuation fund of which Phillip Isaacs, a Director, is a member	213,000
3(e)	Koona Nominees Pty. Ltd.	Trustee of the self-managed superannuation fund of which Anthony Radford, a Director, is a member	107,000

- The Shares will be issued on the allotment date for the Tranche 2 Placement. This is expected to occur on 19 October 2016, and in any event will occur within 1 month of the date of the Meeting.
- The issue price of each Share will be \$0.47.
- The funds raised from the issue of Shares will be used by Genetic Signatures for commercial expansion in Australia, the European Union and the USA, obtaining further regulatory approvals to Genetic Signatures' products, further product development and working capital purposes.

If any of Resolutions 3(a) to 3(e) is approved (meaning that approval is given under Listing Rule 10.11), approval is not required under Listing Rule 7.1 to the issue of the relevant Shares.

Glossary

ASX means ASX Limited (ACN 008 624 691) and, where the context requires, the market operated by it.

Board means the board of Directors.

Company means Genetic Signatures.

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

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum attached to the Notice.

Genetic Signatures means Genetic Signatures Limited (ACN 095 913 205).

Listing Rules means the listing rules of the ASX from time to time.

Meeting means the extraordinary general meeting convened by the Notice.

Notice means this notice of meeting.

Resolution means the resolution set out in the Notice.

Share means a fully paid ordinary share in Genetic Signatures.

Shareholder means a person registered as the holder of a Share.

SPP means the share purchase plan being offered by the Company.

Tranche 1 Placement the 10,901,161 Shares issued by the Company on 8 September 2016 at \$0.47 per Share.

Tranche 2 Placement the 18,886,074 Shares proposed to be issued by the Company at \$0.47 per Share.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 11 October 2016.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/gssegm2016

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Tuesday, 11 October 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/gssegm2016

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Genetic Signatures Limited

ACN 095 913 205

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Genetic Signatures Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 on Thursday, 13 October 2016 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Tranche 2 Placement (excluding participation by Directors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(a)	Participation of Directors in Tranche 2 Placement – Platon Ventures Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(b)	Participation of Directors in Tranche 2 Placement – John Melki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(c)	Participation of Directors in Tranche 2 Placement – Michael Aicher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(d)	Participation of Directors in Tranche 2 Placement – Juleyu Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(e)	Participation of Directors in Tranche 2 Placement – Koona Nominees Pty. Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016