15 April 2025

ASX ANNOUNCEMENT

General Meeting of Shareholders to be held on 14 May 2025 at 11:00 a.m. (AEST)

The Deed Administrators ("**Administrators"**) of Genetic Technologies Limited (Subject to Deed of Company Arrangement) (ASX:GTG) ("**the Company**") provide the following update on the Administration of the Company.

Notice of General Meeting of Shareholders

As foreshadowed noted in the Company's announcement to the ASX dated 24 March 2025, shareholders are now invited to attend the General Meeting of the Shareholders of the Company to be held on Wednesday 14 May 2025 at 11 a.m. (AEST) at:

Level 2, 350 Kent Street, Sydney NSW 2000

In accordance with Section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting ("**Notice**") to shareholders unless a shareholder has requested a hard copy. You will be able to access the Meeting Materials online at https://genetictechnologiesltd.com

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

Alternatively, a complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page.

The online access is via this ASX announcement portal at: https://asx.com.au/markets/company/gtg.

If any shareholder requires a copy to be mailed to them, please call Steve Nicols of Benelong Capital Partners Pty Ltd, being the proponent of the Deed of Company Arrangement, on +61 9299 2289.

This announcement was authorised for release by the Deed Administrators, Paul Harlond and Ross Blakeley of FTI Consulting.

Contact details

Media enquiries
David Whitely
Strategic Communications
+61 475 110 928
david.whitely@fticonsulting.com

Creditor enquiries
GeneticTechnologies@fticonsulting.com

GENETIC TECHNOLOGIES LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 009 212 328 ("Company")

NOTICE OF GENERAL MEETING OF SHAREHOLDERS AND EXPLANATORY STATEMENT

For a General Meeting of Shareholders to be held on Wednesday 14th May 2025
at 11:00 am (AEST)
at Nicols and Brien Chartered Accountants, Level 2, 350 Kent Street, Sydney, New South Wales, Australia.

TO SHAREHOLDERS

Dear Shareholder 9 April 2025

As you may be aware, on 21 October 2024 the Company's Shares were suspended from quotation on the official list of the Australian Securities Exchange ("**ASX**") due to its financial condition.

On 20 November 2024 Mr Ross Blakeley and Paul Harlond of FTI Consulting were appointed Voluntary Administrators of the Company. A creditors meeting was called pursuant to Section 439A of the Corporations Act. In their report, the Voluntary Administrators recommended liquidation. However, a proposal was formulated by Benelong Capital Partners Pty Ltd (Benelong) before the meeting was held. The meeting was adjourned. The Voluntary Administrators issued a new report recommending the Benelong proposal. The proposal by Benelong, for the restructure and recapitalisation of the Company via a Deed of Company Arrangement and Creditors Trust, was submitted to the Voluntary Administrators ("**Recapitalisation Proposal**") on 11 February 2025. A creditors' meeting was convened by the Voluntary Administrators to consider the Recapitalisation Proposal. Creditors accepted the Recapitalisation Proposal on the 27 February 2025, and the Deed of Company Arrangement was signed on 19 March 2025. The Deed Administrators are Ross Blakeley and Paul Harlond.

The Recapitalisation Proposal requires, and is subject to, various approvals being obtained from the Shareholders ("**Resolutions"**). Accordingly, the Deed Administrator has called a General Meeting of the Company to consider the Resolutions ("**Meeting**"). The Meeting will be held at 11.00am (Sydney Time) on Wednesday 14th May 2025. A summary of the Resolutions being put forward at the Meeting are as follows:

(1) The company to allot and issue 1,118,955,214 shares to raise $271,000; and

(2) New Directors be appointed to the Company.

Enclosed with this letter are the Notice of General Meeting ("**Notice**"), the Explanatory Statement, a Proxy Form and Independent Expert's Report.

The Recapitalisation Proposal is also subject to the following conditions ("**Conditions**"), summarised as follows:

(a) Payment of cash to the Deed Administrators from the Recapitalisation Fund;

(b) the Deed Administrators retiring from office upon collection and disbursement of the Recapitalisation Fund and all existing creditors' claims as at the date of voluntary administration extinguished;

(c) the Shareholder Resolutions being approved without amendment; and

(d) creditors with a security interest registered on the PPSR Register remove such interest from the personal property securities register established by the Personal Property Securities Act, 2009.

If the Conditions are not met or waived by 31 July 2025 or such other date as agreed by the Deed Administrators and Benelong or if it appears the terms of the Deed of Company Arrangement cannot be fulfilled, then the Deed Administrator may take steps to place the Company into Liquidation.

Benelong Capital Partners Pty Ltd has no relationship or connection to the company whatsoever.

In considering the Resolutions, Shareholders should bear in mind the Company's current financial circumstances. As mentioned above, the Company's Shares have been suspended from quotation on the ASX since 21 October 2024 and the Company requires recapitalisation in order to continue its operations and to seek reinstatement of its Shares to official quotation on the ASX. The Company will have to comply with Chapters 1 and 2 of the ASX Listing Rules. Re-compliance with Chapters 1 and 2 is warranted as it is contemplated that there will be a change to the Company's business after it comes out of external administration. Benelong Capital Partners Pty Ltd will not be lodging an In-Principle Advice as to suitability of the proposal to re-quote the shares. Benelong Capital Partners Pty Ltd's role as Deed Proponent ceases upon effectuation of the DOCA. ASX has absolute discretion in deciding whether or not to re-admit the company to the official list and to quote its securities. This means the Company may not be reinstated and the shares may never be quoted. Re-quotation is a difficult and complex exercise. Also, new shares that are issued under the Resolutions proposed in this notice of meeting may be subject to escrow.

Ultimately, if the Resolutions are approved and implemented, the Company will be debt free, and in a position to seek opportunities to create shareholder wealth.

If the Resolutions are not approved and the Conditions have not been met by the time stated in the Deed of Company Arrangement, the Deed of Company Arrangement may terminate in which case the Company may be placed into Liquidation. It is expected that there will be no return to Shareholders in a Liquidation.

Preparation of and responsibility for this document

The Deed Administrators have given their consent to convene the meeting and to despatch this Notice and the Explanatory Statement but expresses no opinion about any of the contents (including, but not limited to, any statements regarding the Recapitalisation Proposal).

The Deed Administrators have not independently verified any of the information contained in this Notice or Explanatory Statement. Neither the Deed Administrator nor any servants, representatives, agents or employees of the Deed Administrators' firm make any representations or warranties (express or implied) as to the accuracy, reasonableness or completeness of the information contained in this Notice or the Explanatory Statement.

All such parties and entities expressly disclaim any and all reasonable liability for, based on or relating to, any such information contained in or omissions from this Notice and the Explanatory Statement, to the extent allowable by law.

The Deed Administrators make no recommendation about how shareholders should vote on the resolutions contained in this Notice and have not undertaken any due diligence in relation to the Recapitalisation Proposal and has relied upon correspondence with Benelong Capital Partners Pty Ltd and its advisors.

The ASX does not take any responsibility for the contents of this Notice of Meeting, and the fact that the ASX may re-admit the Company's securities to quotation on its official list is not to be taken in any way as an indication of the merits of the Company.

Investment Decisions

This document does not take into account the individual investment objectives, financial situation or particular needs of any other person. Shareholders should seek professional advice from a licensed financial advisor, accountant, stockbroker, lawyer or other appropriate adviser.

Yours faithfully
Paul Harlond – Joint and Several Deed Administrator

Genetic Technologies Limited (ACN 009 212 328)
(Subject to Deed of Company Arrangement)

BUSINESS OF THE MEETING

Agenda

Resolution 1 – Allotment and Issue of Shares to Walker Investments (Australia) Pty Ltd – ACN 130 984 851

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

> "That subject to the passing of Resolution 2, for the purposes of Item 7 of Section 611 of the Corporations Act, and Section 208 and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,163,511,764 Shares, at $0.00023205609 per Share to Walker Investments (Australia) Pty Ltd to raise $270,000.00, and allow Walker Investments (Australia) Pty Ltd to acquire a 88% interest in the company on the terms and conditions set out in the Explanatory Statement".
>
> **Note**: The maximum level of voting power of Walker Investments (Australia) Pty Ltd (WIA) will be 88% if this resolution is passed along with all other resolutions.
>
> **Voting exclusion statement**: The Company will disregard any votes cast on the resolution by or on behalf of:
>
> - Walker Investments (Australia) Pty Ltd; or
> - an associate of Walker Investments (Australia) Pty Ltd.
>
> However, this does not apply to a vote cast in favour of a resolution by:
>
> - a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
> - the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
> - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
>   - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
>   - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Allotment and Issue of Shares to Benelong Capital Partners Pty Ltd – ACN 145 496 233

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

"That subject to the passing of Resolution 1, for the purposes of ASX Listing Rule 7.1 approval is given for the Company to issue 26,493,450 Shares, at $0.00003774517 per Share to Benelong Capital Partners Pty Ltd to raise $1,000.00, and allow Benelong Capital Partners Pty Ltd to acquire a 2% interest in the company on the terms and conditions set out in the Explanatory Statement".

Note: The maximum level of voting power of Benelong Capital Partners Pty Ltd will be 2% if this resolution is passed along with all other resolutions.

Voting exclusion statement: The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Benelong Capital Partners Pty Ltd; or
- an associate of Benelong Capital Partners Pty Ltd.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Appointment of Mr Michael Walker as a Director

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

"That, subject to the passing of Resolutions 1 and 2, Mr Michael Walker, being eligible and having consented to act, be elected as a director of the Company, with effect from close of the General Meeting."

Resolution 4 – Appointment of Mr John Polinelli as a Director

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

"That, subject to the passing of Resolutions 1 and 2, Mr John Polinelli, being eligible and having consented to act, be elected as a director of the Company, with effect from close of the General Meeting."

Resolution 5 – Appointment of Mr Anthony Hartman as a Director

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

"That, subject to the passing of Resolutions 1 and 2, Mr Anthony Hartman, being eligible and having consented to act, be elected as a director of the Company, with effect from close of the General Meeting."

DATED: 9 April 2025

By order of the Board

Paul Harlond
Joint and Several Deed Administrator
Genetic Technologies Limited (Subject to Deed of Company Arrangement).
ACN 009 212 328

NOTES:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

2. Where a voting exclusion applies, 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.

3. For the purposes of Regulation 7.11.37 of the Corporations Act, the Deed Administrators have determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's share register at 7.00 p.m. (Sydney Time) on Monday 12th May 2025 (the Entitlement Time). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

4. In accordance with Section 250BA of the *Corporations Act 2001* the Company specifies the following information for the purposes of receipt of proxy appointments:

   Mail and physical address

   Level 2, 350 Kent Street,
   Sydney NSW 2000
   AUSTRALIA

   Facsimile: +61 2 9299 2239
   Email: steve@nicolsandbrien.com.au

   The instrument appointing the proxy must be received by the Company at the address specified above at least forty-eight (48) hours before the time notified for the meeting (proxy forms can be lodged by facsimile). Any proxy form received after that time will not be valid for the scheduled meeting.

   For any questions, please call Steve Nicols on phone +61 2 9299 2289.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the Shareholders of Genetic Technologies Limited (Subject to Deed of Company Arrangement) ("**Company**")("**GTG**") in connection with the Resolutions 1-5 (inclusive) to be considered at the General Meeting of the Company's Shareholders to be held at 11.00a.m (AEST) (Sydney Time) on Wednesday 14th May 2025 ("**Meeting**").

The purpose of this Explanatory Statement is to provide information to Shareholders which is considered to be material to them in deciding whether or not to pass the Resolutions in the Notice of General Meeting of the Company ("**Notice**").

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions. In addition, this Explanatory Statement should be read in conjunction with the accompanying Notice.

In considering the Resolutions, Shareholders must bear in mind the current financial circumstances of the Company. In this regard, Shareholders should note that reports have been made by the Company's appointed Voluntary Administrators in accordance with the Corporations Act. The reports set out in detail the financial position of the Company, the actions and investigations to be taken by the Administrators and the reasons for the current status of the Company. The Voluntary Administrators' reports are available by contacting Nicols + Brien Chartered Accountants on phone: (02) 9299 2289.They will arrange for copies to be sent. The Voluntary Administrators' reports are also available at https://www.fticonsulting.com/creditors/genetic-technologies-limited

If all of the Resolutions are passed and the Recapitalisation Proposal is completed, the Company will be debt free and solvent. Completion of the proposal will not be enough to meet the ASX Listing Rule requirements for re-quotation. Re-quotation is a difficult exercise (among other things, the Company will be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules), and the completion of the Recapitalisation Proposal will not guarantee the reinstatement of the Company to the official list of the ASX. ASX has absolute discretion in deciding whether or not to re-admit the Company to the official list and to quote its securities. This means the Company may not be reinstated and the shares may never be quoted. Also, new shares that are issued under the resolutions proposed in this notice of meeting, may be subject to escrow. If Shareholders do not approve the Resolutions and as a consequence the Recapitalisation Proposal is rejected, the Company will likely go into liquidation and it is likely that there will be no return to Shareholders.

1.1 Background

A general background in respect of the appointment of the Voluntary Administrators is set out in the letter by the Deed Administrator to Shareholders accompanying the Notice ("**Letter**").

1.2 History of the Company

The Company was formed on 5 January 1987 as Concord Mining NL. It was admitted on the ASX Official List on 30 July 1987. It changed its name and business on 29 August 2000 following the acquisition of the Swiss company GeneType AG. The principal activity of the Company and subsidiaries was the provision of testing kits for various cancers, and genetic testing to assist medical clinicians. However despite a cost saving restructure in July 2024, the Company needed to pursue further fund raising. The fundraising via prospectus in August

2024 was not successful. On 20 November 2024 the directors decided to appoint Ross Blakeley and Paul Harlond as Voluntary Administrators.

The Voluntary Administrators called a meeting of creditors pursuant to Section 439A of the Corporations Act, recommending the proposal of Benelong Capital Partners Pty Ltd to re-capitalize the Company. The creditors passed the requisite resolution, and a Deed of Company Arrangement was entered into on 19 March 2025, Ross Blakeley and Paul Harlond became Deed Administrators. The Deed is conditional upon resolutions 1-2 listed herein being passed without alteration.

1.3 Summary of the terms of the Recapitalisation Proposal

Set out below is a detailed summary of the Recapitalisation Proposal.

The essential terms of the Recapitalisation Proposal are as follows:

(a) Entering into a Deed of Company Arrangement and Creditors Trust;

(b) Placement to exempt, professional and sophisticated investors, namely Walker Investments (Australia) Pty Ltd and Benelong Capital Partners Pty Ltd, whom will subscribe in aggregate for 1,189,955,214 shares to raise $271,000;

(c) The proposed New Directors for the Company will be appointed.

(d) Benelong Capital Partners Pty Ltd will pay $235,000.00 into a Deed of Company Arrangement Fund. These monies will be reimbursed by the Company to Benelong Capital Partners Pty Ltd from the capital raising of $271,000 if the shareholders pass the resolutions 1 and 2. After expenses of calling the members meeting and independent experts report costs, it will leave the Company with $10,000 cash at bank, and no liabilities. These payments are to effectuate the Deed of Company Arrangement.

The Benelong Capital Partners Pty Ltd Recapitalisation Proposal was submitted to the Voluntary Administrators on 11 February 2025. It was accepted by the creditors of the Company on 27 February 2025 and the Deed of Company Arrangement was signed on 19 March 2025. The DOCA and recapitalisation proposal also needs shareholder approval. The Resolutions put forward in the Meeting are for the purposes of implementing the Recapitalisation Proposal. The key terms of the DOCA are that a Recapitalisation Fund will be created to pay creditors, and from which costs, charges and expenses of the Voluntary Administrators and the Deed Administrators will be paid. The Deed Administrators will then retire; the conditions precedent require shareholders to pass all resolutions of the recapitalisation proposal, in particular 1 and 2.

The Recapitalisation Proposal involves the simultaneous completion or “effectuation” of the Deed of Company Arrangement via a Creditors Trust mechanism when the shareholders pass all the resolutions. The Company will also be released from all Creditors Claims estimated at c.$3,567,437 and will have nil liabilities once Completion occurs. The costs, charges, and expenses of Benelong Capital Partners Pty Ltd and related parties will be paid by Walker Investments (Australia) Pty Ltd (“WIA”), i.e. not Genetic Technologies Limited (Subject to Deed of Company Arrangement).

1.4 New Directors

Proposed Director Michael Walker – GradDipMgt, DipFinMkts, RG146 and Responsible Manager

Michael brings over 20 years of leadership and compliance experience across multiple industries, with a strong focus on regulatory licensing and financial services.

He is the Founder and Investment Manager of Walker Capital, a boutique wealth management firm specialising in discretionary managed portfolios and a Fixed Income Fund. Michael is also the Director and CEO of Ellerfield Financial Planning. In addition, Michael serves as one of the Responsible Managers of Walker Capital Private Wealth Pty Ltd, which operates under an Australian Financial Services Licence (AFSL).

Proposed Director John Polinelli – Bcom, Curtin University of Technology, AICD

John has over 20 years of experience across Asia, the Pacific and North America, focusing on equity capital markets, corporate advisory, and wealth management. He has demonstrable experience and deep knowledge of Financial Markets, Advisory and Operational matters across wealth management, investment banking, equity capital markets, private equity, strategy and corporate development, risk management, strategic leadership and program delivery. He spent 14 years with Morgans Financial, Australia's largest individual licensee, including 5 years as Executive Director and Head of Corporate Advisory Qld.

Proposed Director Anthony Hartman – Bcom, LLB, FAICD

Anthony has qualifications in finance and law, and has over 20 years of experience in financial services in Australia, NZ, UK, EU, KH and North America. He has held senior positions with such firms as JP Morgan Investment Management, Citigroup Inc and Macquarie Group Ltd in financial services. Anthony's experience has been primarily in listed markets in sales, discretionary portfolio management and structured situations. He has also been involved in private equity in listed and unlisted companies in a variety of diverse industries. Anthony is a current director of ASX listed Australian Bond Exchange Holdings Ltd.

1.5 ASX Listing

The Company is admitted to the Official List of ASX. However trading in the Company's Shares was suspended on 21 October 2024. Trading in the Shares will not recommence until all Resolutions are passed and not until the Company complies with Chapters 1 and 2 of the Listing Rules, or until ASX advises otherwise.

The intention of the New Directors with regard to the business of the Company is to use the working capital to be injected into the Company via the Recapitalisation Proposal for the purposes described in Section 1.11 of this Statement. The New Directors' plan is to identify and assess potential acquisition opportunities of a material asset subject to approval by ASX, Shareholders and regulatory bodies, where relevant. There is no certain timeframe as to when this may occur, but it is anticipated to be in the second quarter of 2025. The Company is also mindful of the ASX's automatic removal policy, which deals with lodgement of all overdue statutory reports as well as a maximum 2 year suspension rule. Furthermore, ASX may remove the Company if it fails to lodge any of the documents referred to in listing rule 17.5 for a continuous period of 1 year after the deadline for lodgement of that document (or the earlier of this or the 2 year period) (GN33 at section 3.4).

1.6 Advantages and Disadvantages of the Recapitalisation Proposal

<u>The Independent Experts Report attached hereto concludes that the proposal is fair and reasonable to the shareholders.</u>

<u>Advantages</u>

1.6.1 The passing and consummation of Resolutions 1 to 5 as part of the recapitalisation proposal would result in a net cash position of approximately $10,000 (assuming the capital raising of the $271,000 referred to above) and having a company with no liabilities, compared with the current position whereby the Company has no assets, and significant debts of approximately $3,567,437.

1.6.2 If the proposals per Resolutions 1 to 5 are consummated as part of the recapitalisation process, the net cash asset backing of a GTG share rises from nil cents to approximately $0.0000075633 per share.

1.6.3 If Resolutions 1 to 5 are passed together with the completion of the recapitalisation proposal, the Company's chances to continue to investigate opportunities are enhanced as, without the recapitalisation, it is likely that the Company may be wound up and deregistered. The Company would need to find a new business and raise additional funds so that it could meet the Listing Rules.

1.6.4 The proposed Directors bring additional expertise to the Company in that such Directors have finance and corporate experience and/or experience as Directors or Managers of trading entities. Paragraph 1.4 above discloses the background of the proposed directors.

Disadvantages

1.6.5 A significant dilution of existing shareholders will occur. i.e. they will own approximately 10% as compared to 100% now of the expanded issued capital of the Company after the passing of Resolutions 1 and 2 (the passing of Resolutions 1 and 2 are dependent on both resolutions being passed). However, we note that GTG will be partly recapitalised with approximately $10,000 in net cash (assuming completion of the $271,000 total capital raising), will have no debt and will have the opportunity to consider the acquisition of other assets or businesses. It is assumed that all investors will obtain a benefit particularly if the Company's shares can be re-quoted on ASX (the Company will need to re-comply with Chapters 1 and 2 of the ASX Listing Rules). Re-quotation on the ASX is a difficult and complex exercise. ASX has absolute discretion in deciding whether or not to re-admit the Ccompany to the official list and to quote its securities. This means the Company may not be reinstated and the shares may never be quoted. Also, any new shares that are issued under the resolutions proposed in this notice of meeting, may be subject to escrow.

The dilution effect of the transaction on existing members interests, also affects the voting power of Walker Investments (Australia) Pty Ltd if approval is given for the transaction and WIA's voting power in the Company increases to 88%. This means WIA will be able to unilaterally pass or block both ordinary and special resolutions.

1.6.6 The Company would only have approximately net cash of $10,000 after the issue of the 1,118,955,214 million shares for a total capital raising of $271,000 as per Resolutions 1 and 2. The Company would still need to find a new business and raise additional funds so that it could meet the Listing Rules of re-quotation. In the absence of a superior offer (made before shareholders vote on Resolutions 1 to 5) the shell value does not exist and it is quite possible in the absence of any other recapitalisation proposal, the Company could be placed into Liquidation.

1.6.7 If the Company seeks new business opportunities, there is no guarantee that such businesses will be profitable.

Interest of Other Groups

1.6.8 The following groups will benefit from the transaction, namely employees as they will receive a dividend payment under the DOCA, Deed Administrators will receive

remuneration under the DOCA; executives will retain their shares, albeit diluted; employees will receive more than a liquidation scenario.

1.7 Conclusion

The Resolutions 1 to 5 set out in the Notice are important and affect the future of the Company. All of the Resolutions 1 to 5 should be approved in order to implement the Recapitalisation Proposal. Shareholders are therefore urged to give careful consideration to the Notice the contents of this Statement.

1.8 Capital Raising

The Company intends to raise $271,000 by issuing 1,189,955,214 million shares each to exempt, professional and sophisticated investors.

Funds raised under the Placement will be used in accordance with the table set out in Section 1.11 below.

1.9 Financial Effect of Placement

The completion of the Placement will increase the Company's cash balance by $271,000 and also increase the Company's issued capital by the same amount.

The Company's only asset will be the cash raised under the Placement, less any amounts expended in accordance with the table set out in Section 1.11 below.

The Company has not presented pro forma financial information in relation to the transactions as recent historical audited financial information is not available owing to the Company being in Administration. In addition, the Deed Administrator is of the opinion that to present a financial position based on this historical information would not be representative of the Company's current financial position.

1.10 Control Implications

As more than 20% of the Company's issued shares are proposed to be issued to WIA, the Company is seeking shareholder approval under Corporations Act, namely Item 7 of Section 611 for the purposes of Resolution 2.

A table showing the impact of the various issues of securities pursuant to this Notice on the aggregated Shareholding interests of existing Shareholders is set out below. Only Walker Investments (Australia) Pty Ltd and Benelong Capital Partners Pty Ltd will be issued shares and neither has any associates that will be issued shares.

	Before		After	
	# Shares	% of Shares	# of Shares	% of Shares (Approx.)
Change as a result of Share issue only				
Existing Shareholders (Resolution 1)	132,217,246	100%	132,217,246	10%
Walker Investments (Australia) Pty Ltd (Resolution 2)	0	0%	1,163,511,764	88%
Benelong Capital Partners Pty Ltd	0	0%	26,443,450	2%
		TOTAL	1,322,172,460	100%

1.11 Purpose of funds to be raised under the Recapitalisation Proposal

The Recapitalisation Proposal seeks to raise the sum of $271,000 through issues of Shares to sophisticated, professional or other exempt investors, namely Walker Investments (Australia) Pty Ltd and Benelong Capital Partners Pty Ltd who do not require a disclosure document under section 708 of the Corporations Act. The purpose of these capital raisings are to:

(a) pay for the Voluntary Administration, Deed of Company Arrangement ("**DOCA**").The payments to creditors will remove the Company from Administration and to extinguish all liabilities; and

(b) provide working capital to meet the administration costs of the Company.

An estimated budget is set out below.

Estimated Use of Funds – Expenditure Budget

Total funds raised $271,000	**$**
Voluntary Administration costs and Deed of Company Arrangement	235,000.00
Independent Experts Report, printing and mail out of this notice, ASIC, Share Registry.	26,000.00
Working Capital for the Company	10,000.00
Total funds utilised ($)	**$271,000.00**

The Company's arrangement with Benelong Capital Partners Pty Ltd is that the Company will effectuate its Deed of Company Arrangement when Benelong Capital Partners Pty Ltd pays the Deed of Company Arrangement amount and then it will reimburse Benelong Capital Partners Pty Ltd from the $271,000 raised. Benelong Capital Partners Pty Ltd will incur costs and expenses to third parties to achieve the Recapitalisation Proposal. Therefore, Benelong Capital Partners Pty Ltd is taking a risk that it may not be reimbursed payments to third parties if the Recapitalisation Proposal fails. To date, Benelong Capital Partners Pty Ltd has paid $25,000.00 to the Voluntary Administrators. Benelong Capital Partners Pty Ltd will also pay all costs associated with preparing, calling, holding the Shareholders meeting. The costs, charges, and expenses of Benelong Capital Partners Pty Ltd will be paid by Walker Investments (Australia) Pty Ltd, i.e. not Genetic Technologies Limited (Subject to Deed of Company Arrangement).

2. Resolution 1 – Allotment and Issue of Placement of Shares

2.1 General

Resolution 1 seeks Shareholder approval for the issue 1,163,511,761 Shares at an issue price of $0.00023205609 per Share to raise $270,000 (**Placement**). The shares issued under the placement (the subject of Resolution 1) are likely to be subject to ASX imposed escrow. ASX will confirm the treatment of escrow in due course.

2.2 Technical information required for Shareholders

The following information is provided in relation to the Placement:

(a) the maximum number of Shares to be issued is 1,163,511,764;

(b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;

(c) the issue price will be $0.00023205609 per Share. This amount as calculated by reference to the required DOCA payment and working capital required to enable the Company to come out of an insolvent state. The Company has been under external administration since 21 October 2024 and the shares are worthless. There is also significant risk that the Company may never be re-quoted on the ASX.

(d) the Shares will be issued to Walker Investments (Australia) Pty Ltd

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the Company intends to use the funds raised from the Placement towards funding the recapitalisation of the Company (including payment under the DOCA) with remaining funds being used for working capital purposes.

2.3 Section 611 of the Corporations Act

Shareholder approval of Resolution 1 is required under Item 7 of Section 611 of the Corporations Act given Resolution 1 involves the issue of more than 20% of all Shares then on issue.

Pursuant to Section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases;

(a) From 20% or below to more than 20%; or

(b) From a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

The "associate" reference includes a reference to a person in concert with whom a primary person is acting or proposes to act,

A person has a relevant interest in securities if they:

(a) are the holder of the securities;

(b) have the power to exercise, or control the exercise of, a right to vote attached to securities; or

(c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

Chapter 2E of the Corporations Act

Section 208(1) of the Corporations Act requires that for a public company to give a financial benefit to a related party of the public company, it must either fall within certain exceptions or obtain shareholder approval. A related party includes a party that does or may control a public company. Accordingly, Walker Investments (Australia) Pty Ltd is a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

Pursuant to Resolution 1 the Company is seeking shareholder approval for the issue of 1,163,511,764 shares to raise $270,000.

The following information is provided:

(a) The related party is Walker Investments (Australia) Pty Ltd ("WIA"). WIA is a Sydney based investment company. The nature of the related party relationship is, if the transaction is approved, WIA will have control of the Company.

(b) The maximum number of shares, being the nature of the financial benefits being provided to be issued, will be 1,163,511,764 shares. The nature of the financial benefit is further explained by noting WIA will control an ASX Listed and Suspended company and the basis for this is the absence of any viable alternative to implementing the DOCA and hence avoiding probable Liquidation of the Company

The alternative, i.e. probable liquidation of the Company, is inferior and not desirable for existing shareholders. The Voluntary Administrators considered alternatives, and was not able to elicit any other offer apart from the current transaction. Prior to the Benelong offer, the Voluntary Administrators recommended liquidation. However, after the Benelong offer was received, the Voluntary Administrators recommended the Deed of Company Arrangement (DOCA), which is conditional upon this current transaction proceeding. The other alternative being to raise capital, was attempted by directors as noted in paragraph 1.2 above, and was not successful.

The impact on the Company if the financial benefit is given will be very beneficial in that the Company will remove c.$3,567,437 in debt, and have $10,000 cash at bank. Another impact on the Company is that it will change business activities and strategic direction because its previous business was loss making and not successful. The impact on the Company if the financial benefit is not given will be that the Company will remain insolvent, with c.$3,567,437 in debt, and will probably go into liquidation. Shareholders will lose all value. Another impact on the

Company if the financial benefit is not given will be the lost opportunity for the solvent Company to seek out new opportunities to enhance shareholder value.

(c) The shares will be issued after the meeting takes place;

(d) The issue price will be $0.00023205609 per share;

(e) The funds raised will be used for the same purposes as all other funds raised under the capital raising as set out in Section 1.11 this explanatory statement;

(f) The shares issued under the capital raising will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;

(g) The value of the financial benefit is calculated by the number of securities being issued multiplied by the issue price under General Placement and is set out bellow:

Securities	**Value per Security**	**Financial Benefit**	**Amount Paid**
1,163,511,764 Shares	$0.00023205609	$Nil (Shares valued at $Nil by IER)	$270,000

The Company's shares have been suspended from trading since 21 October 2024 with the last trading price of the Company prior to going into administration being $0.039.

The Company will be issuing shares at $0.00023205609 and the Directors therefore consider that $0.00023205609 is a more appropriate valuation for the cost of the shares being issued, the subject of Resolution 1

(h) The current relevant interests of Walker Investments (Australia) Pty Ltd in the securities of the Company are nil.

(i) The remuneration and emoluments from the Company to Walker Investments (Australia) Pty Ltd for the previous financial year and the proposed remuneration and emoluments for the current financial year are also $Nil.

Related Party	**Financial Year ended 30 June 2024**	**Financial Year ended 30 June 2025**
Walker Investments (Australia) Pty Ltd	$Nil	$Nil

(j) The trading history of the shares on ASX in the 12 months before the date of this notice is set out below:

	Price	Date
Highest	$0.170	8 April 2024
Lowest	$0.039	21 October 2024
Last	$0.039	21 October 2024

Shareholders should note that the Company's securities were suspended from quotation on 21 October 2024 and remain suspended.

(k) The primary purpose of the issue of the shares is to raise fresh capital; and

(l) None of the current Directors have an interest in the outcome of Resolution 1. The Directors' powers are suspended whilst the Company is subject to Deed of Company Arrangement.

(m) The Deed Administrators are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 1.

Information required by Item 7 of the Section 611 of the Corporations Act

Also set out below are the matters required to be disclosed in accordance with Item 7(b) of Section 611 of the Corporations Act.

(a) *the identity of the person proposing to make the acquisition and their associates:*

It is proposed that 1,163,511,764 million Shares be issued to Walker Investments (Australia) Pty Ltd as per Resolution 1. Walker Investments (Australia) Pty Ltd, or its related parties, do not have relevant interests in any Shares existing as at the date of this notice.

(b) *the maximum extent of the increase in that persons voting power in the company that would result from the acquisition:*

If Resolution 1 is passed, Walker Investments (Australia) Pty Ltd's voting power in the Company will be 88% (approx).

(c) *the voting power that the relevant allottees would have as a result of the acquisition:*

If Resolution 1 is passed, Walker Investments (Australia) Pty Ltd's voting power in the Company will be 88% (approx.).

(d) *the maximum extent of the increase in the voting power of each of the allottee's associates that would result from the acquisition.*

As Walker Investments (Australia) Pty Ltd has no holding or any relevant interest in existing Shares there is no increase in its voting power in the Company as a result of the acquisition.

(e) *the voting power that each of the allottee's associates would have as a result of the acquisition:*

As Walker Investments (Australia) Pty Ltd has no associates holding any relevant interest in existing shares, there is no increase in its voting power in the Company as a result of the acquisition.

Other Required Information – ASIC regulatory Guide 74

The following further information is disclosed:

(a) The Company will review its current business activities. As part of the process, it is proposed that 3 New Directors will be elected to the Board. These elections form the subject of separate Resolutions. The current Directors and Company Secretary will be resigning;

(b) In accordance with the Recapitalisation Proposal, the Company intends to raise capital to:

(i) pay for the DOCA and recapitalisation costs and expenses so as to remove the Company from Administration and to extinguish all debt of the Company; and

(ii) meet the administration and working capital costs of the Company.

The Company will have sufficient funds if all Resolutions are passed and share capital raised in order to meet the aims of the Recapitalisation Proposal;

(c) There is no current intention to redeploy any other fixed assets of the Company or to change the Company's existing policies in relation to financial matters or dividends. At present, the Company does not pay a dividend. The dividend policy of the Company will be assessed in accordance with the future profitability of the Company's business; and

(d) Proposed directors Michael Walker, John Polinelli and Anthony Hartman do not intend to inject further capital into the Company. However this will change if the Company seeks re-quotation on ASX.

(e) An Independent Expert's Report or IER is enclosed, and shareholders are urged to read it in full.

The Corporations Act provides that an independent expert's report of the transaction (as contemplated by Resolution 1) must be provided to Shareholders. The IER provides an opinion as to whether the acquisition of the voting power referred to in Resolution 2 and this section, is fair and reasonable to the non-associated Shareholders of the Company.

The IER is enclosed with the Notice and is attached to Annexure A.

Stantons Corporate Finance Pty Ltd has concluded that the acquisition of the voting power by Walker Investments (Australia) Pty Ltd as contemplated by Resolution 1 ("**Acquisition**") **is fair and reasonable to the Shareholders of the Company.**

The advantages and disadvantages of the Recapitalisation Proposal are outlined in the IER and are provided to enable non-associated Shareholders of the Company to determine whether they are better off if the Acquisition proceeds than if not.

Shareholders are urged to carefully read the IER in deciding how to vote on the Resolutions, particularly Resolution 1

(f) Walker Investments (Australia) Pty Ltd will only have a right to compulsorily acquire the shares of minority shareholders pursuant to Section 664C of the Corporations Act if they own more than 90%, so it is not relevant here.

Other required information – ASIC Regulatory Guide 76

The following further information is disclosed:

(a) The related party is Walker Investments (Australia) Pty Ltd.

(b) The nature of the financial benefit is the issue of 1,163,511,764 million Ordinary Shares in the capital of the Company as set out in this Explanatory Memorandum;

(c) The Directors of the Company are unable to make a recommendation in relation to whether Shareholders should or should not vote in favour of the Resolution as their powers are suspended whilst the Company is under DOCA;

(d) No Directors have an interest in the outcome of the Resolution

All other information that is reasonably required by Shareholders to decide whether or not it is in the Company's interests to pass a resolution and that is known to the Company, is set out in this Explanatory Memorandum and in the Independent Expert's Report.

3. Resolution 2 – Allotment and Issue of Shares to Benelong Capital Partners Pty Ltd

This Resolution is proposed to be approved by Shareholders in accordance with ASX Listing Rule 7.1. Resolution 2, seeks approval for the issue of 26,493,450 shares to Benelong Capital Partners Pty Ltd at an issue price of $0.00003774517 to raise $1,000.00.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issuer has the prior approval of Shareholders in general meeting.

Genetic Technologies Limited is proposing to issue 26,493,450 shares under Resolution 2, ("the Issue").

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Resolution 2 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, Genetic Technologies Limited will be able to proceed with the Issue and will receive $1,000.00. In addition, the Issue will be excluded from the calculation of the number of equity securities that Genetic Technologies Limited can issue without shareholder approval under Listing Rule 7.1.

To this end, Resolution 2 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Issue can proceed without using up any of Genetic Technologies Limited's 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is not passed, the Issue can still proceed but it will reduce, to that extent, Genetic Technologies Limited's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

An approval of security holders is not effective under the Listing Rules unless the notice of meeting includes everything that the Listing Rules require it to include: Listing Rule 14.6.

Listing Rule 7.3.1. In the case of an issue under a reverse takeover, it is sufficient to describe the class or classes of security holders in the reverse takeover target who will be issued securities in the entity (see the note to Listing Rule 7.3.1.)

It is acceptable for an entity to name those investors whose identity is likely to be material to a decision by security holders to approve, the issue and to describe the basis on which other investors will be identified or selected to participate in the issue.

Noting that if the investor is a related party, any issue of, or agreement to issue, equity securities to them will require a separate security holder approval under Listing Rule 10.11 unless the issue or agreement falls within an exception in Listing Rule 10.12.

Information required by ASX Listing Rules

(a) The following information is provided to Shareholders in accordance with Listing Rule 7.3 for the purpose of obtaining shareholder approval under Listing Rule 7.1 for Resolution 3;

(b) The maximum number of shares to be issued by the Company to Benelong Capital Partners Pty Ltd is 26,493,450 shares at an issue price of $0.00003774517 to raise $1,000.00;

(c) It is anticipated that the issue of the shares will occur on one date and will not be later than three months after the date of the meeting;

(d) It is proposed that the 26,493,450 shares be issued to Benelong Capital Partners Pty Ltd;

(e) The new shares will rank equally with the existing shares;

(f) The funds raised from the issue of the shares will be used in accordance with the Recapitalisation Proposal and for the purposes set out in Section 1:11 of this Statement;

(g) The date of allotment of the shares will be the same date on which they are issued;

(h) The price, or other consideration that the Company will receive for the issue of shares is $0.00003774517 per share ie $1,000.00; and

(i) The shares are being issued under an agreement, ie the DOCA, referred to in section 1.3 above of the Explanatory Statement. One of the key terms of the DOCA is shareholder approval to issue fresh shares to raise funds for the DOCA fund, by Benelong Capital Partners Pty Ltd.

4. Resolution 3 to 5 – Appointment of new Directors

4.1 General

The Corporations Act provides that:

(a) the Company must have at least 3 directors, per Section 201A(2) of the Corporations Act;

(b) the Company's Shareholders may appoint new Directors of the Company by resolution passed in general meeting, per Section 201G of the Corporations Act; and

(c) the appointment of a person as a Director at a general meeting is subject to the Company receiving his or her consent to the nomination, per Section 201D of the Corporations act.

Having received nominations for the following persons to be appointed as new Directors of the Company, and having received consents to act as a Director from each such person, Resolutions 3 to 5 respectively seek Shareholder approval for the appointment of the following persons as Directors effective from the close of the General Meeting:

(a) Mr Michael Walker – Resolution 3;

(b) Mr John Polinelli – Resolution 4;

(c) Mr Anthony Hartman – Resolution 5

A summary of experience of each of the proposed Directors is set out in paragraph 1.4 above.

5. ENQUIRIES

Shareholders are invited to contact Mr Steven Nicols of Benelong Capital Partners Pty Ltd on phone + 61 2 9299 2289 if they have any queries in respect of the matters set out in these documents.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

A General Meeting of the shareholders of Genetic Technologies Limited (Subject to Deed of Company Arrangement) will be held at Nicols and Brien Chartered Accountants, Level 2, 350 Kent Street, Sydney at 11.00 a.m. (Sydney Time) on Wednesday 14th May 2025.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11.00 a.m. (Sydney Time).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by email to steve@nicolsandbrien.com.auor by facsimile to the Company on facsimile number (International: + 61 2 9299 2239); or

- deliver the proxy to the Company at c/- Level 2, 350 Kent Street, Sydney, New South Wales, Australia.

so that it is received not later than 11 a.m. (Sydney Time) on Monday 12th May 2025.

Your proxy form is enclosed.

GLOSSARY

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, operated by ASX Limited, as the context requires

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

Company means Genetic Technologies Limited (Subject to Deed of Company Arrangement) (ACN 009 212 328).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Creditor means a creditor of the Company as at the date of the Notice.

Creditor's Trust means the trust to be established in accordance with the terms of the Recapitalisation Proposal and the DOCA for the purpose of satisfying approved Creditor's claims, to be known as Genetic Subsidiaries Creditors Trust.

Deed Administrators means Ross Blakeley and Paul Harlond of FTI Consulting.

Deed of Company Arrangement or DOCA means the Deed of Company Arrangement between Deed Administrators and the Company dated 19 March 2025 and includes any variation to such.

Director means a director of the Company.

Dollar or $ means Australian dollars.

Explanatory Statement or Statement means the explanatory statement to the Notice of General Meeting.

Glossary means this glossary.

IER means Independent Experts Report annexed hereto

Meeting means the general meeting of the Shareholders convened by the Notice to be held on Wednesday 14th May 2025.

New Directors means the Directors to be appointed under Resolutions 3, 4 and 5.

Notice means this notice of general meeting of the Shareholders in respect of the Meeting to be held on Wednesday 14th May 2025.

Recapitalisation Fund means the funds available from Recapitalisation Proposal.

Recapitalisation Proposal means the Recapitalisation Proposal submitted by Benelong Capital Partners Pty Ltd on 11 February 2025 to the Administrators relating to the restructure and recapitalisation of the Company.

Resolutions means the resolutions described in the Notice.

Shareholder means the holder of Shares.

Shares means ordinary class shares in the capital of the Company.

Sydney Time means time in Sydney, NSW Australia from time to time.

Trustee means the Trustee of the Creditors Trust, namely Ross Blakeley and Paul Harlond of FTI Consulting.

Voluntary Administrators means Ross Blakeley and Paul Harlond of FTI Consulting.

PROXY FORM
APPOINTMENT OF PROXY
Genetic Technologies Limited
(Subject to Deed of Company Arrangement)
ACN 009 212 328

GENERAL MEETING

I/We _____

being a Member of Genetic Technologies Limited (Subject to Deed of Company Arrangement) entitled to attend and vote at the Meeting, hereby

Appoint _____

Name of proxy

or failing the person or body corporate so named or, if no person or body corporate is named, the Chair of the Meeting as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit at the General Meeting to be held on Wednesday 14th May 2025 at 11.00 a.m. (Sydney Time) and at any postponement or adjournment thereof. If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by submitting the Voting Form you expressly authorise the Chair of the Meeting to exercise the proxy in respect of items/resolutions 1 to 5, even though the items are connected directly or indirectly with the remuneration of the Administrators.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Allotment and Issue of Shares to Walker Investments (Australia) Pty Ltd	□	□	□
Resolution 2 Allotment and Issue of Shares to Benelong Capital Partners Pty Ltd	□	□	□
Resolution 3 Election of Michael Walker as a Director	□	□	□
Resolution 4 Election of John Polinelli as a Director	□	□	□
Resolution 5 Election of Anthony Hartman as a Director	□	□	□

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

Appointment of a Second Proxy

If you hold two or more shares, you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify the percentage or number, each proxy may exercise half the votes. You must return both Voting Forms together.

%

Dated this day of 20

Individuals and joint holders Companies (affix common seal if appropriate)

Signature	Director
Signature	Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.

3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

   - 2 directors of the company;
   - a director and a company secretary of the company; or
   - For a proprietary company that has a sole director who is also the sole company secretary – that director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting, if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

6. You may fax the Proxy form to: Facsimile No. +61 2 9299 2239 or mail Level 2, 350 Kent Street, Sydney NSW 2000, Australia, or email to steve@nicolsandbrien.com.au

7. The instrument appointing the proxy must be received by the Company at the address specified above at least forty eight (48) hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

8. Any questions, please call Steve Nicols on phone +61 9299 2289, or email to steve@nicolsandbrien.com.au

Stantons

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AFS Licence No: 448697
www.stantons.com.au

9 April 2025

The Deed Administrators
Genetic Technologies Limited (Subject to Deed of Company Arrangement)
C/- FTI Consulting
Level 50, Bourke Place, 600 Bourke St
Melbourne VIC 3000

Dear Deed Administrators,

Independent Expert's Report Relating to Recapitalisation Transaction

1 Executive Summary

Opinion

1.1 In our opinion, the proposed transaction including the proposal outlined in Resolution 1 of the attached Notice of Meeting ("**NoM**") relating to the issue by Genetic Technologies Limited (Subject to Deed of Company Arrangement) ("**GTG**" or the "**Company**") of up to 1,163,511,764 ordinary shares to Walker Investments (Australia) Pty Ltd ("**WIA**") is considered **FAIR** and **REASONABLE** to the non-associated shareholders of GTG as at the date of this report.

Introduction

1.2 Stantons Corporate Finance Pty Ltd ("**Stantons**") was engaged by the Deed Administrators of GTG, Mr Ross Blakeley and Mr Paul Harlond (the "**Deed Administrators**") of FTI Consulting Pty Ltd ("**FTI**"), to prepare an Independent Expert's Report ("**IER**") to provide an opinion on the fairness and reasonableness of the proposal outlined in Resolution 1 of the attached NoM and Explanatory Statement ("**ES**"). The NoM will be released ahead of a general meeting of GTG shareholders to be held in or around May 2025 (the "**Meeting**").

1.3 GTG is an Australian Securities Exchange ("**ASX**") listed company that is currently suspended from trading. GTG's principal activities have been the provision of testing kits for various types of cancer and genetic testing kits to clinical physicians. The Company implemented a strategic restructure in July 2024 with the intention to reduce operating costs. In August 2024 the Company sought to undertake a capital raising under an entitlement offer prospectus, which was unsuccessful.

1.4 Subsequently, the Company's Board determined that entering voluntary administration was the most appropriate course of action. On 20 November 2024, Mr Ross Blakeley and Mr Paul Harlond of FTI Consulting were appointed as joint and several Voluntary Administrators of the Company ("**Voluntary Administrators**").

1.5 On 23 December 2024 the Company completed the sale of its geneType business and associated assets to Rhythm Biosciences Limited ("**Rhythm**") and on 18 January 2025 the Company completed the sale of its AffinityDNA and EasyDNA businesses to Endeavor DNA, Inc. ("**Endeavor**").

1.6 A second reconvened creditors' meeting was held on 27 February 2025 at which the recapitalisation proposal by Benelong Capital Partners Pty Ltd ("**Benelong**") was approved by creditors. A Deed of Company Arrangement ("**DOCA**") was entered into on 19 March 2025, with the Voluntary Administrators being appointed as Deed Administrators ("**Deed Administrators**").

1.7 The Benelong recapitalisation proposal includes (collectively, the "**Recapitalisation Proposal**"):

- the Company will undertake a placement of 1,163,511,764 ordinary shares at $0.00023205609 per share to WIA, raising $270,000;
- Benelong will pay $235,000 into a DOCA fund, to be reimbursed by the Company, leaving the Company with $10,000 cash at bank; and
- The Company will issue Benelong 26,493,450 ordinary shares at $0.00003774517 raising $1,000.

1.8 The Recapitalisation Proposal is subject to several other conditions, including all current, future and contingent debts of the Company being extinguished on effectuation of the DOCA.

Purpose

1.9 As a result of the Recapitalisation Proposal, WIA has the potential to acquire an interest of up to 87.13% in the ordinary shares of GTG (assuming all resolutions are passed).

1.10 Under Section 606 ("**s606**") of the Corporations Act 2001 ("**TCA**"), unless certain exemptions apply, a person must not acquire a relevant interest in issued voting shares in a company if, as a result of the transaction, that person's or someone else's voting power in the company increases:

a) from 20% or below to more than 20%; or

b) from a starting point that is above 20% and below 90%.

1.11 Under Section 611 (Item 7) of TCA, s606 does not apply in relation to any acquisition of shares approved by a resolution passed at a general meeting by shareholders who are not associated with the transaction (the "**Non-Associated Shareholders**"). For such a meeting, an independent expert is typically required to report on the fairness and reasonableness of the transaction.

1.12 Pursuant to Chapter 2E of TCA, a public company must, unless certain exemptions apply, obtain approval from its members to give a financial benefit to a related party of the company. Section 228 of TCA specifies that this includes an entity that the company believes is likely to control the company in the future. WIA is therefore considered a related party of GTG for the purposes of Chapter 2E of TCA.

1.13 Accordingly, GTG intends to seek approval for Resolution 1 from Non-Associated Shareholders at the Meeting, pursuant to both Item 7 of s611 and Chapter 2E of TCA.

1.14 The Recapitalisation Proposal is described in the NoM and ES to be forwarded to shareholders ahead of the Meeting. This IER provides an opinion on the fairness and reasonableness of the Recapitalisation Proposal, including Resolution 1, to Non-Associated Shareholders and is attached to the NoM.

Basis of Evaluation

1.15 With regard to the Australian Securities and Investments Commission ("**ASIC**") Regulatory Guide 111: Content of Expert Reports ("**RG111**"), we have assessed the Recapitalisation Proposal as:

- fair if the value of a GTG share after the Recapitalisation Proposal, on a minority interest basis, is greater than the value of a GTG share prior to the Recapitalisation Proposal on a control basis; and
- reasonable if it is fair, or if despite not being fair there are sufficient reasons for Non-Associated Shareholders to accept the offer.

Valuations

GTG Pre-Recapitalisation Proposal Share Value

1.16 We assessed the fair market value of a GTG ordinary share before the Recapitalisation Proposal, as at 9 April 2025, using a net assets based methodology as follows.

Table 1. Valuation of GTG Shares Prior to Recapitalisation Proposal

	Ref	Low value ($)	High value ($)
Total assets	Table 10	**1,074,572**	**1,274,572**
Liabilities			
Creditor's claims	Table 10	(3,567,437)	(3,567,437)
Administrators' costs	Table 10	(1,134,421)	(1,103,740)
Total liabilities		**(4,701,858)**	**(4,671,177)**
Pre-Recapitalisation Proposal Net Assets ($)		**(3,627,286)**	**(3,396,605)**
Number of shares outstanding	Table 6	145,417,246	145,417,246
Pre-Recapitalisation Proposal value per share ($) (control)		**(0.02494)**	**(0.02336)**
Pre-Recapitalisation Proposal assessed value per share ($) (control)		**nil**	**nil**

Source: Stantons analysis

1.17 As GTG has a pre-Recapitalisation Proposal position of net liabilities in both the low and high cases and has no operating business, we assessed the fair value of a GTG ordinary share prior to the Recapitalisation Proposal, on a control basis, to be nil.

GTG Post-Recapitalisation Proposal Share Value

1.18 Our net assets based valuation of GTG, post-Recapitalisation Proposal as at 9 April 2025, on a minority interest basis, is set out below.

Table 2. GTG Post-Recapitalisation Proposal Valuation

	Ref	Low Value ($)	High Value ($)
Pre-Recapitalisation Proposal net assets ($)	Table 12	(3,627,286)	(3,396,605)
Creditor claims extinguished ($)	Table 12	4,701,858	4,671,177
Funds raised ($)	Table 5	271,000	271,000
Directors' contribution	Table 5	65,000	65,000
Less: existing assets transferred to Creditors' Trust ($)	Table 12	(1,074,572)	(1,274,572)
Less: Voluntary Administrators' costs and DOCA funds ($)	Table 5	(300,000)	(300,000)
Less: costs of Recapitalisation Proposal ($)	Table 5	(26,000)	(26,000)
GTG post-Recapitalisation Proposal net assets ($)		**10,000**	**10,000**
Number of shares outstanding	Table 6	1,335,372,460	1,335,372,460
Post-Recapitalisation Proposal value per share ($) (control)		**0.00001**	**0.00001**
Minority discount	7.4	23.1%	23.1%
Post-Recapitalisation Proposal value per share ($) (minority)		**0.00001**	**0.00001**

Source: Stantons analysis

1.19 We assessed the fair value of a GTG post-Recapitalisation Proposal ordinary share on a minority interest basis to be approximately $0.00001 in both the low and high cases.

Fairness Assessment

1.20 Our fairness assessment of the Recapitalisation Proposal is as set out below.

Table 3. Fairness Assessment

	Ref	Low ($)	High ($)
Pre-Recapitalisation Proposal GTG share value (control) ($)	Table 12	nil	nil
Post-Recapitalisation Proposal GTG share value (minority) ($)	Table 13	0.00001	0.00001
Opinion		**Fair**	**Fair**

Source: Stantons analysis

1.21 As the value of a post-Recapitalisation Proposal ordinary share in GTG on a minority interest basis is greater than the pre-Recapitalisation Proposal value on a control basis, we consider Resolution 1 of the NoM to be **FAIR** to the Non-Associated Shareholders of GTG for the purposes of s611 and Chapter 2E of the Corporations Act.

Reasonableness Assessment

1.22 As the Recapitalisation Proposal (including Resolution 1) is considered fair, with regard to RG111.12, it is also considered **REASONABLE**. For informative purposes, we also considered the following advantages and disadvantages of the Recapitalisation Proposal to Non-Associated Shareholders.

Table 4. Reasonableness Assessment of the Recapitalisation Proposal

Advantages	Disadvantages
▪ The Recapitalisation Proposal is fair ▪ Eliminates debt burden on Non-Associated Shareholders ▪ The Company will likely avoid a potential liquidation which is expected to result in shareholders receiving a certain outcome of nil ▪ May facilitate reinstatement to trading on ASX ▪ Exposure to potential future business activities ▪ Leaves the Company in a position of positive net assets	▪ Dilution of existing shareholders ▪ Eliminates the possibility of a potentially superior offer to recapitalise the Company ▪ WIA obtains a significant level of control

Source: Stantons analysis

1.23 Non-Associated Shareholders should note that we have not considered the tax circumstances of individual shareholders. Shareholders should consult their tax advisor in this regard.

Conclusion

1.24 In our opinion, the Recapitalisation Proposal that is the subject of Resolution 1 of the NoM is **FAIR** and **REASONABLE** to the Non-Associated Shareholders of GTG.

1.25 This opinion must be read in conjunction with the more detailed analysis included in this report, together with the disclosures, Financial Services Guide, and appendices to this report.

Financial Services Guide

Dated 9 April 2025

Stantons Corporate Finance Pty Ltd

Stantons Corporate Finance Pty Ltd (ABN 42 128 908 289 and AFSL Licence No 448697) (**"Stantons"** or **"we"** or **"us"** or **"ours"** as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

Financial Services Guide

In the above circumstances, we are required to issue to you, as a retail client, a Financial Services Guide ("**FSG**"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

a) who we are and how we can be contacted;

b) the services we are authorized to provide under our **Australian Financial Services Licence, Licence No: 448697;**

c) remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;

d) any relevant associations or relationships we have; and

e) our complaints handling procedures and how you may access them.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence which authorises us to provide financial product advice in relation to:

- Securities (such as shares, options and debt instruments)

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

General Financial Product Advice

In our report, we provide general financial product advice, not personal financial product advice, because it has been prepared without considering your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product. Where you do not understand the matters contained in the Independent Expert's Report, you should seek advice from a registered financial adviser.

Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis. Our fee for preparing this report is expected to be up to A$15,000 exclusive of GST.

You have a right to request further information in relation to the remuneration, the range of amounts or rates of remuneration and you can contact us for this information.

Except for the fees referred to above, neither Stantons, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees

Stantons employees and contractors are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

Stantons is ultimately a wholly owned subsidiary of Stantons International Audit and Consulting Pty Ltd, a professional advisory and accounting practice. From time to time, Stantons and Stantons International Audit and Consulting Pty Ltd (that trades as Stantons International) and/or their related entities may provide professional services, including audit, accounting and financial advisory services, to financial product issuers in the ordinary course of its business.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to:

The Complaints Officer
Stantons Corporate Finance Pty Ltd
Level 2
40 Kings Park Road
WEST PERTH WA 6005

When we receive a written complaint, we will record the complaint, acknowledge receipt of the complaints within 10 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority ("**AFCA**"). AFCA has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly via the details set out below.

Australian Financial Complaints Authority Limited
GPO Box 3
MELBOURNE VIC 3001

Telephone: 1800 931 678

Stantons confirm that it has arrangements in place to ensure it continues to maintain professional indemnity insurance in accordance with s.912B of the Corporations Act 2001 (as amended). In particular our Professional Indemnity insurance, subject to its terms and conditions, provides indemnity up to the sum

insured for Stantons and our authorised representatives / representatives / employees in respect of our authorisations and obligations under our Australian Financial Services Licence. This insurance will continue to provide such coverage for any authorised representative / representative / employee who has ceased work with Stantons for work done whilst engaged with us.

Contact details

You may contact us using the details set out above or by phoning (08) 9481 3188 or faxing (08) 9321 1204.

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2 Summary of Recapitalisation Proposal

Background

2.1 In August 2024, GTG attempted to raise capital through an entitlement offer, which did not reach the minimum required subscription and was unsuccessful. Subsequently on 20 November 2024 the directors formed the view that the best course of action for the Company was to enter voluntary administration.

2.2 On 20 November 2024, Messrs Ross Blakeley and Paul Harlond of FTI Consulting were appointed Joint and Several Voluntary Administrators of the Company. A DOCA proposal was submitted by Benelong for GTG on 11 February 2025. A reconvened second meeting of creditors was held on 27 February 2025 to consider the DOCA proposal and the Recapitalisation Proposal was approved was approved at this meeting.

Recapitalisation Proposal Terms

2.3 The key terms of the Recapitalisation Proposal submitted by Benelong are:

- the Company will undertake a placement of 1,163,511,764 ordinary shares at $0.00023205609 per share to WIA, raising $270,000;
- Benelong will pay $235,000 into a DOCA fund, to be reimbursed by the Company from the placement funds raised, leaving the Company with $10,000 cash at bank; and
- The Company will issue Benelong 26,493,450 ordinary shares at $0.00003774517 raising $1,000.

2.4 The Recapitalisation Proposal is subject to several other conditions, including:

- a creditors' trust will be created comprised of $300,000 cash provided by Benelong ($235,000) and directors of the Company ($65,000); any surplus from the Company's circulating and non-circulating asset recoveries after the payment of all trading liabilities; and proceeds of the sale of the Company's remaining intellectual property and trademarks (the "**Creditors' Trust**");
- creditors' claims, excluding the secured creditors, against the Company are extinguished and replaced with rights under the Creditors' Trust;
- secured creditors will not participate in the Creditors' Trust. Secured creditors' claims against the Company are to be extinguished and replaced with the rights to property and equipment referred to in a Memorandum of Understanding between the Company and DNAIQ Pty Ltd (the "**MOU Plant and Equipment**");
- payments to the Deed Administrators will be made from the Creditors' Trust;
- the Deed Administrator retiring from office upon collection and disbursement of the creditor's trust and all existing creditors' claims as at the date of the Voluntary Administration extinguished; and
- all creditors with a security interest registered on the Personal Properties Security Register ("**PPSR**") remove such interest from the PPSR.

2.5 It is a condition precedent of the Recapitalisation Proposal for all other resolutions proposed at the Meeting to be passed, comprising:

- Resolution 2 – the allotment and issue of 26,493,450 shares to Benelong
- Resolutions 3, 4 and 5 – the appointment of Mr Michael Walker, Mr John Polinelli and Mr Anthony Hartman as directors of the Company

2.6 On completion of the Recapitalisation Proposal, the Company will have no liabilities and will hold $10,000 in cash. Any compliance costs of the Company's subsidiaries will be the responsibility of Benelong.

2.7 Set out below is a summary of the sources and uses of funds involved in the Recapitalisation Proposal. Benelong has an agreement with the Company to pay all costs and expenses required to complete the Recapitalisation Proposal. Benelong will be reimbursed from the placement funds raised from WIA such that $10,000 remains in the Company for working capital purposes.

Table 5. Estimated Sources and Use of Funds Raised Under Recapitalisation Proposal

Source of Funds	Amount ($)	Use of Funds	Amount ($)
Placement funds	271,000	Voluntary Administrators' costs and DOCA	300,000
Directors' contribution	65,000	Estimated IER, NoM, ASIC and share registry costs	26,000
		Working capital retained by Company	10,000
Total Source of Funds	**336,000**	**Total Uses of Funds**	**336,000**

Source: NoM, DOCA agreement

2.8 We note that the Voluntary Administrators have estimated that the total creditors' claims against the Company are $3,567,437[1].

Equity Structure

2.9 The impact of the Recapitalisation Proposal on the equity capital structure of the Company is as set out below.

Table 6. Equity Structure Impact of Recapitalisation Proposal

Security	Ordinary shares	Post-Transaction percentage (%)	Fully diluted percentage (%)
Ordinary shares			
Current outstanding ordinary shares	**145,417,246**	**10.89%**	**10.61%**
Recapitalisation Proposal			
Shares issued to WIA	1,163,511,764	87.13%	84.93%
Shares issued to Benelong	26,443,450	1.98%	1.93%
Total shares issued	**1,189,955,214**	**89.11%**	**86.86%**
Total post Recapitalisation Proposal ordinary shares	**1,335,372,460**	**100.00%**	**97.47%**
Unlisted securities			
Existing warrants	34,630,168		2.53%
Total unlisted securities	**34,630,168**		**2.53%**
Fully diluted post-Recapitalisation Proposal ordinary shares	**1,370,002,628**		**100.00%**

Source: NoM, ASX announcements

[1] As detailed in the Administrators' Report to Creditors on 20 December 2024. We have been advised by the Voluntary Administrators that the formal adjudication process has not been conducted as at the date of this report and as such the actual creditors' claims may be higher.

3 Scope

Purpose of the Report

s611

3.1 If Resolution 1 is approved, WIA has the potential to acquire an interest of up to 87.13% in GTG ordinary shares.

3.2 An acquisition of securities that enables a shareholder to increase its relevant interest in the voting shares of a public company:

- from below 20% to above 20%; or
- from a starting point that is above 20% and below 90%,

is prohibited under s606 of TCA, except in certain circumstances.

3.3 One of the exceptions to s606 is where the acquisition is approved at a general meeting of the company in accordance with Item 7 of s611 of TCA. Approval for the proposed Transaction is therefore being sought at the Meeting in accordance with Item 7 of s611.

3.4 Item 7 of s611 requires shareholders to be provided with all information known to the Company, and to the potential acquirer (of a 20% or more interest), that is material to the shareholders' decision. Regulatory Guide 74: Acquisitions Approved by Members ("**RG74**") issued by ASIC provides additional guidance on the information to be provided to shareholders. RG74 states that the directors of the target company should usually provide shareholders with an IER on the proposed transaction.

3.5 Pursuant to ASIC's RG111, an issue of shares under Item 7 of s611 where the effect on a company's shareholding is comparable to a takeover bid should be treated as such. In this case, an IER should apply the analysis outlined in RG111.10 to RG111.17 to report on the fairness and reasonableness of the transaction as if it were a takeover bid under Chapter 6 of TCA (RG111.25).

Chapter 2E

3.6 Under Chapter 2E of the Corporations Act a public company must obtain approval from its members to give a financial benefit to a related party of the company. Under Section 228 of the Corporations Act, this includes an entity that the company believes is likely to control the company at any time in the future. WIA is therefore considered a related party of GTG for the purpose of Chapter 2E of TCA.

Purpose

3.7 GTG intends to seek approval for Resolution 2 from the Non-Associated Shareholders at the Meeting expected to be held in or around May 2025.

3.8 Accordingly, the Deed Administrator of GTG has engaged Stantons to prepare an IER to assess the fairness and reasonableness of the proposal contained in Resolution 1 pursuant to both s611 and Chapter 2E of TCA, as outlined in the NoM and ES.

Basis of Evaluation

3.9 In determining the fairness and reasonableness of the Transaction, we have had regard to the guidelines set out by ASIC's RG111 and RG 112.

3.10 RG111 requires a separate assessment of whether a transaction is "fair" and whether it is "reasonable".

3.11 We therefore considered the concepts of "fairness" and "reasonableness" separately. The basis of assessment selected and the reasons for that basis are discussed below.

3.12 We note that under RG111 the Transaction is considered to be a control transaction.

Fairness

3.13 To assess whether the Recapitalisation Proposal is fair in accordance with RG111, we compared:

- the fair market value of an ordinary share in GTG prior to the Recapitalisation Proposal, on a control basis; with
- the fair market value of an ordinary share in GTG subsequent to the Recapitalisation Proposal, on a minority interest basis.

3.14 The value of a GTG ordinary share is assessed at fair market value, which is defined by the International Glossary of Business Valuation Terms as:

3.15 "The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."

3.16 While RG111 contains no explicit definition of value, we believe the above definition of fair market value is consistent with RG111.11 and common market practice.

Reasonableness

3.17 In accordance with RG111.12, we have defined the Recapitalisation Proposal as being reasonable if it is fair, or if despite not being fair we believe that there are sufficient reasons for the Non-Associated Shareholders to accept the proposal.

3.18 We therefore considered whether the advantages to Non-Associated Shareholders of approving the Recapitalisation Proposal outweigh the disadvantages.

Individual Circumstances

3.19 We have evaluated the Recapitalisation Proposal for Non-Associated Shareholders generically. We have not considered the effect on the circumstances of individual investors. Due to their personal circumstances, individual investors may place different emphasis on various aspects of the Recapitalisation Proposal from those adopted in this report. Accordingly, individuals may reach a different conclusion to ours on whether the Recapitalisation Proposal is fair and reasonable. If in doubt, investors should consult an independent financial adviser about the impact of the Recapitalisation Proposal on their specific financial circumstances.

4 Profile of GTG

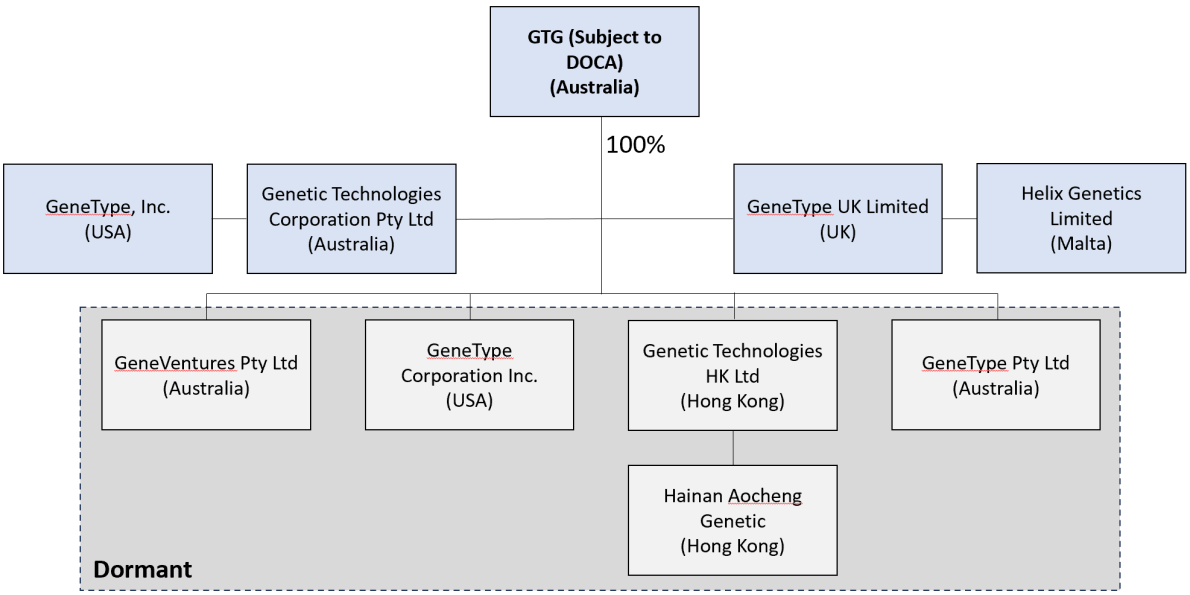
History and Principal Activities

4.1 The Company was originally incorporated as a mining company, transitioning to genetic testing and biotechnology in August 2000 with the acquisition of Swiss company GeneType AG. GTG's main historical product offerings have been:

- direct-to-consumer genetic tests, marketed as EasyDNA and AffinityDNA, which offers test services to consumer online including paternity, ancestry, pharmacogenomics, gut microbiome and other non-medical related tests; and
- geneType multi-risk assessment tests, a non-invasive saliva test which uses polygenic risk scores, lifestyle factors and clinical data to calculate the risk levels of developing 9 different diseases, including breast cancer, ovarian cancer and type-2 diabetes.

4.2 The Company's corporate structure includes 9 subsidiaries, including 5 that are dormant, as set out below.

Figure 1. GTG Group Structure



Source: Administrators' Report

4.3 On 26 July 2024, the Company announced a strategic restructure to focus on USA sales growth and move the company's operations to an outsourced approach, in an attempt to reduce operating costs. In addition, the board took on executive roles and agreed to defer their director fees.

4.4 The Company also received commitments for a short-term loan of $800,000 to fund working capital. The short-term loan had an effective annual interest rate of 20% and was secured partly on the anticipated balance of an R&D refund the Company expected to receive in late September 2024. The Company also announced that it would undertake a 2 for 3 non-renounceable entitlement offer at $0.04 per share, with 1 free-attaching option[2] to be issued per share, to raise a minimum of $2,000,000 and a maximum of $3,850,000 (the "**Entitlement Offer**"). Lenders for the short-term loan, including members of the Company's board, committed the first $500,000 of their loan entitlements towards the minimum subscription amount to partially underwrite the Entitlement Offer.

[2] Expiring 2 years from issue with an exercise price of $0.04

4.5 GTG released the Entitlement Offer prospectus on 2 August 2024 with the offer opening on 12 August 2024 and closing on 2 September 2024, subsequently extended to 9 September 2024. The Company closed the Entitlement Offer having been unable to raise the minimum amount, receiving subscriptions for only 8,116,205 shares for $324,648. The Company then attempted a placement of the shortfall shares.

4.6 The Company was ultimately unsuccessful in raising the minimum required capital under the Entitlement Offer and alternative strategic partnerships and the Board determined to enter voluntary administration.

4.7 On 20 November 2024, Mr Ross Blakeley and Mr Paul Harlond of FTI Consulting were appointed as joint and several Voluntary Administrators of the Company. The Voluntary Administrators released on 13 December 2024 the *Administrators' Report to Creditors - section 75-225 of Insolvency Practice Rules (Corporations) 2016* ("**Administrators' Report**" or "**AR**"),

4.8 As detailed in the Administrators' Report, the directors believe the Company's financial difficulties:

> *"are a result of the Company being unsuccessful in raising the minimum required funding from the Entitlement Offer to address its working capital constraints."*

4.9 The Voluntary Administrators agreed with the directors' explanation, and further noted:

> *"the Company was reliant on funding to support its trading losses as it continued to develop and refine its products;*
>
> *additional funding support was required to provide the time to continue building its revenue base, including to support the commercial launch of its geneType product, and support its accelerated growth through the acquisition of certain businesses;*
>
> *in July 2024, the Company announced a strategic restructure of the group, including transitioning to a 'capital light' operations model which included implementing certain cost reductions, however, overheads remained high and could not be offset by its revenue."*

4.10 The Voluntary Administrators continued to operate the Company on a business-as-usual basis in order to pursue a sale of the businesses on a going concern basis. The sale process resulted in a combination of offers for:

- the geneType business and associated assets including intellectual property ("**IP**") and patents;
- the EasyDNA and AffinityDNA businesses and associated assets including IP;
- GTG's business as a whole (including all the geneType, EasyDNA and AffinityDNA businesses); and
- GTG as an ASX listed shell under a DOCA proposal.

4.11 A second meeting of creditors held on 20 December 2024 was reconvened for 12 February 2025 and then again for 27 February 2025. The Voluntary Administrators released a *Supplementary Administrators' Report to Creditors - section 75-225 of Insolvency Practice Rules (Corporations) 2016* on 20 February 2025 (the "**Supplementary Report**" or "**SR**") that detailed the DOCA.

4.12 On 23 December 2024, the Company finalised a sale of assets relating to the geneType business to Rhythm. The Company received $625,000 for all of GTG's and GeneType Inc.'s interest, rights and title in the IP owned and used in the geneType business, licence and permits, the US premises lease and assets, research assets, customer contracts and supply chain contracts.

4.13 On 18 January 2025, the Company completed the sale of the EasyDNA and AffintyDNA businesses to Endeavor for $525,000[3]. The sale included all GTG's right, title and interest in certain assets including IP owned as used in the businesses, certain laboratory and reseller agreements and GTG's in-house CRM system.

4.14 At the second reconvened meeting of creditors on 28 February 2025, creditors resolved to approve the Recapitalisation Proposal and to execute a DOCA.

Board of Directors

4.15 The board of directors of GTG prior to the Company entering administration were as follows.

Table 7. GTG Board of Directors

Director	Position	Date Appointed
Mr Peter Rubinstein	Non-Executive Chairman	2 February 2018
Dr Jerzy Muchnicki	Executive Director	2 February 2018
Dr Lindsay Wakefield	Non-Executive Director	26 November 2014

Source: Administrators' Report

4.16 On completion of the Recapitalisation Proposal, and pursuant to the passing of Resolutions 3, 4 and 5 at the Meeting, the current Board of Directors will be replaced by Mr Michael Walker, Mr John Polinelli and Mr Anthony Hartman. Further details on the proposed new directors are available in the ES to the NoM.

[3] We note the sale agreement also provided Endeavor the option to acquire all the share in GTG's subsidiaries, GeneType UK Limited and Helix Genetics Limited, which Endeavor has indicated that it will not exercise.

Financial Performance

4.17 GTG's audited consolidated Statement of Profit or Loss and Other Comprehensive Income for the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024 are set out below.

Table 8. GTG Consolidated Statement of Profit or Loss

	Audited year ended 30 June 2022 ($)	Audited year ended 30 June 2023 ($)	Audited year ended 30 June 2024 ($)
Revenue			
Revenue	6,794,816	8,686,118	7,664,784
Financial income	36,256	220,161	119,511
Changes in inventories	(321,223)	72,257	119,425
Total trading income	**6,509,849**	**8,978,536**	**7,903,720**
Other income	2,783,391	1,836,822	1,848,731
Total revenue	**9,293,240**	**10,815,358**	**9,752,451**
Expenses			
Raw materials	(2,692,311)	(4,407,522)	(3,879,735)
Commissions	(156,625)	(236,019)	(216,414)
Employee benefits expenses	(5,868,655)	(6,208,066)	(7,586,107)
Advertising and promotional expenses	(1,885,402)	(2,712,353)	(2,609,315)
Professional fees	(1,835,444)	(1,360,640)	(1,285,061)
Research and development costs	(705,507)	(1,281,157)	(752,754)
Depreciation and amortisation expense	(578,668)	(676,583)	(534,888)
Impairment expense	(564,161)	(2,125,725)	(1,332,000)
Other expenses	(2,154,375)	(3,687,030)	(3,521,774)
Finance costs	(15,215)	(29,515)	(51,622)
Total expenses	**(16,456,363)**	**(22,724,610)**	**(21,769,670)**
Loss from operations before income tax	**(7,163,123)**	**(11,909,252)**	**(12,017,219)**
Income tax credit	32,125	158,329	-
Loss for the year	**(7,130,998)**	**(11,750,923)**	**(12,017,219)**
Other comprehensive income/(loss)			
Exchange gains/(losses) on translation of controlled foreign operations	27,864	100,589	(16,266)
Total comprehensive loss attributable to the members of GTG	**(7,103,134)**	**(11,650,334)**	**(12,033,485)**

Source: GTG Annual Report for the year ended 30 June 2024, Administrators' Report

Financial Position

4.18 The Company's audited consolidated Statement of Financial Position as at 30 June 2023 and 30 June 2024 is set out below.

Table 9. GTG Consolidated Statement of Financial Position

	Audited as at 30 June 2023 ($)	Audited as at 30 June 2024 ($)
Current assets		
Cash and cash equivalents	7,851,197	1,020,608
Trade and other receivables	1,921,657	2,126,553
Inventories	325,893	206,468
Other current assets	399,048	341,746
Total current assets	**10,497,795**	**3,695,375**
Non-current assets		
Right of use assets	509,553	211,796
Property, Plant and equipment	89,623	52,695
Goodwill	3,116,893	1,784,893
Other intangible assets	520,472	360,064
Deferred tax asset	121,901	81,698
Total non-current assets	**4,358,442**	**2,491,146**
Total assets	**14,856,237**	**6,186,521**
Current liabilities		
Trade and other payables	(1,617,333)	(2,030,523)
Borrowings	-	(643,546)
Contract liabilities	(849,212)	(741,647)
Provisions	(541,930)	(571,028)
Lease liabilities	(303,570)	(208,719)
Total current liabilities	**(3,312,045)**	**(4,195,463)**
Non-current liabilities		
Provisions	(30,439)	(56,021)
Lease liabilities	(229,276)	(22,924)
Deferred tax liabilities	(121,901)	(81,698)
Total non-current liabilities	**(381,616)**	**(160,643)**
Total liabilities	**(3,693,661)**	**(4,356,106)**
Total net assets/(liabilities)	**11,162,576**	**1,830,415**
Equity		
Contributed equity	161,342,707	163,817,863
Reserves	6,535,556	4,388,628
Accumulated losses	(156,715,687)	(166,376,076)
Total equity	**11,162,576**	**1,830,415**

Source: GTG Annual Report for the year ended 30 June 2024

4.19 The recoverable value of the Company's assets and outstanding creditors' claims determined by the Voluntary Administrator on 20 November 2024, on a consolidated basis, are set out below. We note that the Company and its subsidiaries have sold all assets except for the MOU Plant and Equipment that is intended to be transferred to the secured creditors under the terms of the DOCA (refer to paragraph 2.4). Adjustments to the Company's cash position have been made for events subsequent to the appointment of the Voluntary Administrators including:

- sale of the geneType business to Rhythm;
- sale of the EasyDNA and AffinityDNA businesses to Endeavor; and
- trading losses incurred since entering Voluntary Administration.

Table 10. GTG Estimated Realisable Value

	Low Estimated Recoverable Value ($)	High Estimated Recoverable Value ($)	Source
Assets			
Cash			
Cash at bank on appointment of Voluntary Administrator	745,388	745,388	SR
Add: purchase price of geneType	625,000	625,000	SR
Less: geneType completion adjustments	(251,605)	(251,605)	SR
Add: purchase price for sale of AffinityDNA & EasyDNA	525,000	525,000	SR
Less: AffinityDNA & EasyDNA completion adjustments	(61,293)	(61,293)	SR
Add: consideration adjustment for forgiveness of testing costs by Endeavor	142,082	142,082	SR
Less: post Voluntary Administration trading losses	(750,000)	(600,000)	SR
Total adjusted cash	**974,572**	**1,124,572**	
Other assets			
MOU Plant and Equipment	100,000	150,000	
Total assets	**1,074,572**	**1,274,572**	
Liabilities			
Creditors' claims			
Employee entitlements	(749,745)	(749,745)	AR
Secured creditors	(501,931)	(501,931)	AR
Unsecured creditors	(2,216,965)	(2,216,965)	AR
Related party liabilities	(29,108)	(29,108)	AR
Statutory liabilities	(69,688)	(69,688)	AR
Total creditors' claims	**(3,567,437)**	**(3,567,437)**	
Adjustments			
Administrators' costs	(1,134,421)	(1,103,740)	SR
Total liabilities	**(4,701,858)**	**(4,671,177)**	
Net liabilities	**(3,627,286)**	**(3,396,605)**	

Source: Administrators' Report, Supplementary Report

Capital Structure

Ordinary shares

4.20 As at 9 April 2024, the Company had 145,417,246 ordinary shares on issue. The top 20 shareholders in the Company as at 20 November 2024 were as follows.

Table 11. GTG's Top 20 Shareholders

Shareholder	Number of shares	Percentage of total shares
HSBC Custody Nominees (Australia) Ltd	102,653,575	70.59%
Warwick Wright	2,440,000	1.68%
MJGD Nominees Pty Ltd	2,152,862	1.48%
Doma 193 Pty Ltd <Doma 193 A/C>	1,445,514	0.99%
Rip Opportunities Pty Ltd <Pir Super Fund A/C>	1,250,000	0.86%
Irwin Biotech Nominees Pty Ltd <Bioa A/C>	828,494	0.57%
Lei Da Tao	685,000	0.47%
Irwin Biotech Nominees P/L <Bioa A/C>	679,209	0.47%
Wenbo Liu	627,358	0.43%
AP 300 Pty Ltd <AP Invest A/C>	602,703	0.41%
Susan Spiteri	557,724	0.38%
BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient>	504,294	0.35%
Monument Hill Pty Ltd	420,001	0.29%
Carol Lu	400,000	0.28%
Helen Kamer and Benjamin Kamer <Kamer Super Fund A/C>	400,000	0.28%
Alwononee Pty Ltd <The O'Connor Super A/C>	388,959	0.27%
John Christopolous <Chrisand Family A/C>	348,000	0.24%
SH Rayburn Nominees Pty Ltd	338,000	0.23%
Acquasafe Investments Pty Ltd <White Superfund A/C>	306,081	0.21%
Whalecorp Pty Ltd <Whalecorp Pty Ltd S/F A/C>	300,000	0.21%
Total top 20 shareholders	**117,327,774**	**80.68%**
Other shareholders	28,089,472	19.32%
Total ordinary shares as at 20 November 2024	**145,417,246**	**100.00%**

Source: Administrators' Report

Warrants

4.21 As at 9 April 2025 the Company had 34,630,168 unlisted warrants on issue, each exercisable at $0.10 per ordinary share on or before 22 April 2028.

Performance Rights

4.22 The Company had 400,000 performance rights on issue upon entering voluntary administration, which are held by the Company's directors. The performance rights vest subject to the Company achieving a 15-day volume weighted average share price of at least $1.60 on the ASX. We understand the performance rights lapsed in November 2024.

5 Valuation Methodology

Available Methodologies

5.1 In assessing the value of GTG, we have considered a range of common market practice valuation methodologies in accordance with RG111, including those listed below.

- Capitalisation of future maintainable earnings ("**FME**")
- Discounted future cash flows ("**DCF**")
- Asset based methods ("**Net Assets**")
- Quoted market prices or analysis of traded share prices
- Common industry rule-based methodologies, including revenue-based multiples

5.2 Each of these methods is appropriate in certain circumstances and often more than one approach is applied. The choice of methods depends on several factors such as the nature of the business being valued, the return on the assets employed in the business, the valuation methodologies usually applied to value such businesses and the availability of required information. A detailed description of these methods and when they are appropriate is provided in Appendix B.

Selected Methodology

5.3 Our primary valuation methodology to value GTG's shares is a Net Assets based approach on a net realisation basis.

5.4 In selecting an appropriate valuation methodology to value the shares of GTG, we considered the following factors:

- GTG was loss making for the years ended 30 June 2022, 30 June 2023 and 30 June 2024. GTG has sold its operating businesses and does not have any ongoing revenues. Therefore, neither an FME nor DCF approach is appropriate.
- GTG has been suspended from trading on ASX since 21 October 2024, and subsequently the Company's operating business has been sold. Accordingly, the trading history was not considered to be reflective of the current position of GTG, and market-based methodologies are not considered appropriate.
- A net realisable assets approach is considered the most appropriate methodology. As the Company has no ongoing operations, it is not appropriate to consider the net assets value on a going concern basis.

Secondary Methodology

5.5 Due to the lack of appropriate alternative valuation methodologies, we have not considered a secondary methodology.

6 Pre-Recapitalisation Proposal Valuation of GTG Shares

GTG Pre-Recapitalisation Proposal Net Asset Valuation

6.1 To assess the value of a GTG ordinary share prior to the Recapitalisation Proposal, we used a Net Assets approach, which sums the realisable values of GTG's assets and liabilities to arrive at a net value of the Company.

6.2 In relation to our approach, we note the following:

- The Net Assets approach assumes a 100% control interest in the Company;
- The existing warrants have negligible value as they are deep out of the money and are therefore not included in the valuation.

6.3 Our pre-Recapitalisation Proposal Net Assets based valuation of GTG shares, as at the valuation date of 9 April 2025, is set out below.

Table 12. Valuation of GTG Shares Prior to Recapitalisation Proposal

	Ref	Low value ($)	High value ($)
Assets			
Cash	Table 10	974,572	1,124,572
MOU Plant and equipment	Table 10	100,000	150,000
Total assets		**1,074,572**	**1,274,572**
Liabilities			
Creditor's claims	Table 10	(3,567,437)	(3,567,437)
Administrators' costs	Table 10	(1,134,421)	(1,103,740)
Total liabilities		**(4,701,858)**	**(4,671,177)**
Pre-Recapitalisation Proposal Net Assets ($)		**(3,627,286)**	**(3,396,605)**
Number of shares outstanding	Table 6	145,417,246	145,417,246
GTG pre-Recapitalisation Proposal value per share ($) (control)		**(0.02494)**	**(0.02336)**
Pre-Recapitalisation Proposal assessed value per share ($) (control)		**nil**	**nil**

Source: Stantons analysis

6.4 As our assessed Net Asset value of a GTG ordinary share prior to the Recapitalisation Proposal, on a controlling interest basis, is negative in both the low and high cases, the fair value to a Non-Associated Shareholder is considered to be nil.

7 Post-Recapitalisation Proposal Valuation of GTG Shares

Evaluation Methodology

7.1 Our assessed value of a GTG ordinary share after implementing the Recapitalisation Proposal is as follows. We note that key assumptions of the valuation include:

- the Net Assets approach assumes a 100% control interest in the Company, and therefore a discount for minority interest was applied (refer to paragraph 7.4);
- total liabilities of $4,701,858 comprising the existing creditors' claims estimated to be $3,567,437 and Administrators' costs estimated to be $1,134,421 will be extinguished in accordance with the terms of the DOCA and Creditors' Trust Deed, leaving the Company with no liabilities;
- the Company will raise $271,000 through the issues of shares to WIA and Benelong;
- directors of the Company will contribute $65,000 to the Creditors' Trust in accordance with the terms of the DOCA;
- all the Company's existing cash assets will be transferred to the Creditors' Trust and the rights to the MOU Plant and Equipment will be transferred to the secured creditors;
- $300,000 from the funds raised from the placement and the directors' contribution will be transferred to the Creditors' Trust;
- costs of implementing the Recapitalisation Proposal, comprising the preparation of this IER and the NoM, and ASIC and share registry costs, are estimated to be $26,000; and
- the Company will retain approximately $10,000 in cash for working capital purposes.

Table 13. GTG Post-Recapitalisation Share Value

	Ref	Low Value ($)	High Value ($)
Pre-Recapitalisation Proposal net assets ($)	Table 12	(3,627,286)	(3,396,605)
Liabilities extinguished ($)	Table 12	4,701,858	4,671,177
Funds raised ($)	Table 5	271,000	271,000
Directors' contribution ($)	Table 5	65,000	65,000
Less: existing assets transferred ($)	Table 12	(1,074,572)	(1,274,572)
Less: Voluntary Administrators' costs and DOCA funds ($)	Table 5	(300,000)	(300,000)
Less: costs of Recapitalisation Proposal ($)	Table 5	(26,000)	(26,000)
GTG post-Recapitalisation Proposal net assets ($)		**10,000**	**10,000**
Number of shares outstanding	Table 6	1,335,372,460	1,335,372,460
Post-Recapitalisation Proposal value per share ($) (control)		**0.00001**	**0.00001**
Minority discount	7.4	23.1%	23.1%
Post-Recapitalisation Proposal value per share ($) (minority)		**0.00001**	**0.00001**

Source: Stantons analysis

7.2 Our assessed Net Assets value of a GTG ordinary share post-Recapitalisation Proposal, on a minority interest basis, is $0.00001 in both the low and high cases.

Discount for Minority Interest

7.3 We note a Net Asset valuation assumes a 100% interest in the company. As the interest of the Non-Associated Shareholders in GTG post-Recapitalisation Proposal will represent a minority interest, we applied a discount to the control value.

7.4 Generally, historical evidence of control premiums offered on takeovers for small cap companies are in the range of 20% to 40%[4] (although outcomes outside this are not uncommon) with 30% a commonly accepted benchmark where a 100% interest is being acquired. We have considered the factors in Appendix C and concluded that a control premium of 30% is appropriate to apply in this circumstance. Accordingly, we applied a minority interest discount of 23.1% (being the inverse of a 30% control premium) to the value of a GTG post-Recapitalisation Proposal share.

[4] "*Control Premium Study 2021*", RSM

8 Fairness Evaluation

8.1 In determining the fairness and reasonableness of the Recapitalisation Proposal, including Resolution 1, we have had regard to the guidelines set out by ASIC's RG111.

8.2 As required by RG111, we consider the Recapitalisation Proposal is fair if:

- the value of a GTG ordinary share prior to the Recapitalisation Proposal, on a control basis, is less than;
- the value of a GTG ordinary share after the Recapitalisation Proposal, on a minority interest basis.

8.3 Our assessment of the fairness of the Recapitalisation Proposal is set out below.

Table 14. Fairness Assessment

	Ref	Low ($)	High ($)
Pre-Recapitalisation Proposal GTG share value (control) ($)	Table 12	nil	nil
Post-Recapitalisation Proposal GTG share value (minority) ($)	Table 13	0.00001	0.00001
Opinion		**Fair**	**Fair**

Source: Stantons analysis

8.4 As the value of a GTG ordinary share post- Recapitalisation Proposal on a minority interest basis is greater than the value pre-Recapitalisation Proposal on a control basis in both the low and high cases, the Recapitalisation Proposal, including Resolution 1 of the NoM, is considered to be **FAIR** to the Non-Associated Shareholders of GTG pursuant to s611 and Chapter 2E of TCA.

9 Reasonableness Evaluation

9.1 Under RG111, a transaction is considered "reasonable" if it is "fair". As the issue of 1,163,511,764 ordinary shares to WIA outlined in Resolution 1 of the NoM is considered **FAIR**, it is also considered **REASONABLE**.

9.2 For information purposes for Non-Associated Shareholders, we note below some of the advantages and disadvantages of the Recapitalisation Proposal.

Advantages

The Recapitalisation Proposal is considered fair

9.3 As detailed in Section 8, the Recapitalisation Proposal is fair to Non-Associated Shareholders.

Eliminates debt burden on Non-Associated Shareholders

9.4 The Recapitalisation Proposal will leave the Company with no liabilities, with creditors' claims estimated to be approximately $3,567,437 being extinguished after receiving any available distributions from the Creditors' Trust.

The Company avoids potential liquidation

9.5 If the conditions of the Recapitalisation Proposal are not met, the Company will remain subject to the terms of the DOCA and may enter liquidation. Under a liquidation scenario, it is unlikely that existing shareholders would receive any consideration.

The Company may gain readmission to ASX

9.6 The Company is currently suspended from trading on ASX. Subject to compliance with Chapters 1 and 2 of the ASX Listing Rules, the Company may be reinstated to quotation on the ASX. This would increase the liquidity of the ordinary shares held by existing shareholders.

Potential for the Company to explore business opportunities

9.7 Avoiding a liquidation event and eliminating the debts provides the Company with an opportunity to survive and seek new business activities.

Leaves the Company in a position of net assets

9.8 On completion of the Recapitalisation Proposal the Company will have $10,000 in cash and no liabilities, meaning the Company will be in a position of net assets.

Disadvantages

Dilution of Non-Associated Shareholders

9.9 If the Recapitalisation Proposal is approved, the collective interest of the Non-Associated Shareholders would be diluted to 10.89% of the ordinary shares in GTG.

Removes the possibility of a superior offer

9.10 Completion of the Recapitalisation Proposal will remove the possibility of the Company receiving a different superior offer. We note the Voluntary Administrators undertook a sale process, which is described in Section 5.3 of the Administrators' Report and have already sold the Company's operating businesses in separate transactions. The Recapitalisation Proposal was the only DOCA proposal received, and the Voluntary Administrators recommended the Company go into liquidation prior to receiving the Recapitalisation Proposal.

WIA obtains control of the Company

9.11 Non-Associated Shareholders will be ceding control of the Company to WIA, who will obtain an 87.13% interest. This would allow WIA to have effective control of the Company, including the ability to pass any special resolutions.

10 Conclusion

Opinions

10.1 The Recapitalisation Proposal, including the proposal outlined in Resolution 1 of the NoM that allows for the issue of up to 1,163,511,764 ordinary shares to WIA, is considered **FAIR** and **REASONABLE** to the Non-Associated Shareholders of GTG as at the date of this report.

Shareholders Decision

10.2 Stantons was engaged to prepare an IER setting out whether in its opinion the proposal to allow the Recapitalisation Proposal is fair and reasonable and to state reasons for that opinion. Stantons have not been engaged to provide a recommendation to shareholders as to whether to approve the Recapitalisation Proposal.

10.3 The decision whether to approve Resolution 1 is a matter for individual shareholders based on each shareholder's views as to the value, their expectations about future market conditions and their particular circumstances, including risk profile, liquidity preference, investment strategy, portfolio structure, and tax position. If in any doubt as to the action they should take in relation to the proposed Resolution 1, shareholders should consult their own professional advisor.

10.4 Similarly, it is a matter for individual shareholders as the whether to buy, hold or sell shares in GTG. This is an investment decision upon which Stantons does not offer an opinion and is independent on whether to accept the proposal under Resolution 1. Shareholders should consult their own professional advisor in this regard.

10.5 Non-Associated Shareholders should note that we have not considered the tax circumstances of individual shareholders. Shareholders should consult their tax advisor in this regard.

Source Information

10.6 In making our assessment as to whether the proposed Recapitalisation Proposal, including the terms under Resolution 1, is fair and reasonable to Non-Associated Shareholders, we have reviewed published available information and other unpublished information of the Company that is relevant to the current circumstances. Statements and opinions contained in this report are given in good faith, but in the preparation of this report, we have relied in part on information provided by the Deed Administrator.

10.7 Information we have received includes, but is not limited to:

- Drafts of the NoM and ES to shareholders of GTG to 14 March 2025
- GTG Annual Reports for the financial years ended 30 June 2023 and 30 June 2024
- GTG Interim Report for the half year ended 31 December 2024
- ASX announcements made by the Company to 9 April 2025
- The Administrators' Report to Creditors prepared by the Deed Administrators dated 13 December 2024
- The Supplementary Reports to Creditors prepared by the Deed Administrators date 4 February 2025 and 20 February 2025
- The Deed of Company Arrangement executed on 19 March 2025
- The Creditors' Trust Deed, to be executed on effectuation of the DOCA

10.8 Our report includes the appendices, our declarations, and our Financial Services Guide.

Yours Faithfully,

STANTONS CORPORATE FINANCE PTY LTD

James Turnbull, CFA
Authorised Representative

APPENDIX A

GLOSSARY

	Definition
Administrators' Report or **AR**	Administrators' Report to Creditors - section 75-225 of Insolvency Practice Rules (Corporations) 2016 dated 13 December 2024
AFCA	Australian Financial Complaints Authority
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ATO	Australian Taxation Office
Benelong	Benelong Capital Partners Pty Ltd
Chapter 2E	Chapter 2E of the Corporations Act
Company	Genetic Technologies Limited (Subject to Deed of Company Arrangement)
Creditors' Trust	A creditors' trust to be created pursuant to the DOCA for the benefit of the Company's creditors
DCF	Discounted future cash flows valuation methodology
Deed Administrators	Mr Ross Blakeley and Mr Paul Harlond of FTI Consulting
DOCA	Deed of Company Arrangement
Endeavor	Endeavor DNA Inc.
Entitlement Offer	The 2 for 3 non-renounceable entitlement offer at $0.04 per share, with 1 free-attaching option to be issued per share, to raise a minimum of $2,000,000 and a maximum of $3,850,000 announced by the Company on 26 July 2024
ES	Explanatory Statement
FME	Capitalisation of future maintainable earnings valuation methodology
FTI	FTI Consulting Pty Ltd
GTG	Genetic Technologies Limited (Subject to Deed of Company Arrangement)
IER	Independent Expert's Report
IP	Intellectual Property
Meeting	The meeting at which shareholders will vote on Resolution 1 of the NoM
MOU Plant and Equipment	Property and equipment referred to in a Memorandum of Understanding between the Company and DNAIQ Pty Ltd
Net Assets	Asset based valuation methodologies
NoM	Notice of Meeting
Non-Associated Shareholders	The GTG shareholders who are not excluded from voting on the proposal contemplated under Resolution 1
PPSR	Personal Property Security Register
Recapitalisation Proposal	The proposal outline at paragraphs 2.3 including the placement of 1,163,511,764 ordinary shares to WIA subject to approval for Resolution 1
RG74	ASIC Regulatory Guide 74: Acquisitions Approved by Members
RG111	ASIC Regulatory Guide 111: Content of Expert Reports
Rhythm	Rhythm Biosciences Limited
s606	Section 606 of the Corporations Act
s611	Section 611 of the Corporations Act
Stantons	Stantons Corporate Finance Pty Ltd
Supplementary Report or **SR**	Supplementary Administrators' Report to Creditors - section 75-225 of Insolvency Practice Rules (Corporations) 2016 dated 20 February 2025
TCA	The Corporations Act 2001 Cth
WIA	Walker Investments (Australia) Pty Ltd
Voluntary Administrators	Mr Ross Blakeley and Mr Paul Harlond of FTI Consulting

APPENDIX B

VALUATION METHODOLOGIES

Introduction

In preparing this report we have considered several valuation approaches and methods. These approaches and methods are consistent with:

- Market practice
- The methods recommended by the Australian Securities and Investments Commission in Regulatory Guide 111
- The International Valuation Standards
- The International Glossary of Business Valuation Terms

A valuation approach is a general way of determining an estimate of value of a business, business ownership interest, security or intangible asset. Within each valuation approach there are a number of specific valuation methods, which are specific ways to determine an estimate of value.

There are three general valuation approaches as follows:

i) Income Approaches

Provides an indication of value by converting future cash flows to a single present value. Examples of an income approach are:

- The discounted cash flow method ("**DCF**")
- The capitalisation of future maintainable earnings method (**"FME**")

ii) Asset/Cost Approaches

Provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or construction.

iii) Market Approaches

Provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. The main examples of the market approach are:

- Analysis of recent trading
- Industry rules of thumb

1. Discounted Cash Flow Method

Of the various methods noted above, the DCF method has the strongest theoretical basis. The DCF method estimates the value of a business by discounting expected future cash flows to a present value using an appropriate discount rate. A DCF valuation requires:

- A forecast of expected future cash flows
- An appropriate discount rate
- An estimate of terminal value

It is necessary to project cash flows over a suitable period (generally regarded as being at least five years) to arrive at the net cash flow in each period. For a finite life project or asset this would need to be done for

the life of the project. This can be a difficult exercise requiring a significant number of assumptions such as revenue and cost drivers, capital expenditure requirements, working capital movements and taxation.

The discount rate used represents the risk of achieving the projected future cash flows and the time value of money. The projected future cash flows are then valued in current day terms using the discount rate selected.

A terminal value reflects the value of cash flows that will arise beyond the explicit forecast period. This is commonly estimated using either a constant growth assumption or a multiple of earnings (as described under FME below). This terminal value is then discounted to current day terms and added to the net present value of the forecast cash flows to provide an estimate for the overall value of the business.

The DCF method is often sensitive to a number of key assumptions such as revenue growth, future margins, capital investment, terminal growth and the discount rate. All these assumptions can be highly subjective, sometimes leading to a valuation conclusion presented that is too wide to be useful.

A DCF approach is usually preferred when valuing:

- Early-stage companies or projects
- Limited life assets such as a mine or toll concession
- Companies where significant growth is expected in future cash flows
- Projects with volatile earnings

It may also be preferred if other methods are not suitable, for example if there is a lack of reliable evidence to support an FME approach. However, it may not be appropriate if:

- Reliable forecasts of cash flow are not available and cannot be determined
- There is an inadequate return on investment, in which case a higher value may be realised by liquidating the assets than through continuing the business

A DCF approach is not recommended when assets are expected to earn below the cost of capital. Also, when valuing a minority interest in a company, care needs to be taken if a DCF based on earnings for the whole business is prepared, as the holder of a minority interest would not have access to, or control of, those cash flows.

2. Capitalisation of Future Maintainable Earnings Method

The FME method is a commonly used valuation methodology that involves determining a future maintainable earnings figure for a business and multiplying that figure by an appropriate capitalisation multiple. This methodology is generally considered a short form of a DCF, where a single representative earnings figure is capitalised, rather than a stream of individual cash flows being discounted. The FME methodology involves the determination of:

- A level of future maintainable earnings
- An appropriate capitalisation rate or multiple

Any of the following measures of earnings can be used:

Revenue – mostly used for early stage, fast growing companies that do not make a positive EBITDA or as a cross-check of a valuation conclusion derived using another method.

EBITDA – most appropriate where depreciation distorts earnings, for example in a company that has a significant level of depreciating assets but little ongoing capital expenditure requirement.

EBITA – in most cases EBITA will be more reliable than EBITDA as it takes account of the capital intensity of the business

EBIT – whilst commonly used in practice, multiples of EBITA are usually more reliable as they remove the impact of amortisation which is a non-cash accounting entry that does not reflect a need for future capital investment (unlike depreciation)

NPAT – relevant in valuing businesses where interest is a major part of the overall earnings of the group (e.g., financial services businesses such as banks).

Multiples of EBITDA, EBITA and EBIT are commonly used to value whole businesses for acquisition purposes where gearing is in the control of the acquirer. In contrast, NPAT (or P/E) multiples are often used for valuing minority interests in a company as the investor has no control over the level of debt.

A normalised level of maintainable earnings needs to be determined for the selected earnings measure. This excludes the impact of any gains or losses that are not expected to reoccur and allows for the full year impact of any changes (such as acquisitions or disposals) made part way through a given financial year.

The selected multiple to apply to maintainable earnings reflects expectations about future growth, risk and the time value of money captured in a single number. Multiples can be derived from three main sources.

- Using the comparable trading multiples, market multiples are derived from the trading prices of stocks of companies that are engaged in the same or similar lines of business that are actively traded on a free and open market, such as the ASX
- The comparable transactions method is a method whereby multiples are derived from transactions of significant interests in companies engaged in the same or similar lines of business.
- It is also possible to build a multiple from first principles based on an appropriate discount rate and growth expectations.

It is important to use the same earnings periods (historical, current or forecast) for calculating comparable multiples, as the period used for determining FME. For example, a multiple based on historical earnings of comparable companies should be applied to historical earnings of the subject of the valuation and not to forecast earnings.

The capitalisation of earnings method is widely used in practice. It is particularly appropriate for valuing companies with a relatively stable historical earnings pattern which is expected to continue. The method is less appropriate for valuing companies or assets if:

- There are no (or very few) suitable alternative listed companies or transaction benchmarks for comparison
- The asset has a limited life
- Future earnings or cash flows are expected to be volatile
- There are negative earnings, or the earnings of a business are insufficient to justify a value exceeding the underlying net assets
- Working capital requirements are not expected to remain stable

3. Asset or Cost Approaches

The asset approach to value assumes that the current value of all assets (tangible and intangible) less the current value of the liabilities should equate to the current value of the entity. Specifically, an asset approach is defined as a general way of determining a value indication of a business, business ownership interest, or security using one or more methods based on the value of the assets net of liabilities. A cost approach is defined as a general way of determining a value indication of an individual asset by quantifying the amount of money required to replace the future service capability of that asset.

The asset-based valuation methods estimate the value of a company based on the realisable value of its net assets, less its liabilities. There are a number of asset-based methods including:

- Orderly realisation
- Forced liquidation

- Net assets on a going concern

The orderly realisation of assets method estimates fair market value by determining the amounts that would be distributed to shareholders, after payments of all liabilities including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. The forced liquidation method is similar to the orderly realisation of assets except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the company may not be contemplated, these methods in their strictest form may not necessarily be appropriate. The net assets on a going concern basis method estimates the fair market values of the net assets of a company but does not take account of realisation costs.

The asset/cost approach is generally used when the value of the business' assets exceeds the present value of the cash flows expected to be derived from the ongoing business operations, or the nature of the business is to hold or invest in assets. It is important to note that the asset approach may still be the relevant approach even if an asset is making a profit. If an asset is making less than the economic rate of return and there is no realistic prospect of it making an economic return in the foreseeable future, an asset/cost approach will be the most appropriate method.

An asset-based approach is a suitable method of valuation when:

- An enterprise is loss making and not expected to become profitable in the foreseeable future
- Assets are employed profitably but earn less than the cost of capital
- A significant portion of the company's assets are composed of liquid assets or other investments (such as marketable securities and real estate investments)
- It is relatively easy to enter the industry (e.g., small machine shops and retail establishments)

Asset based methods are not appropriate if:

- The ownership interest being valued is not a controlling interest, has no ability to cause the sale of the company's assets and the major holders are not planning to sell the company's assets
- A business has (or is expected to have) an adequate return on capital, such that the value of its future income stream exceeds the value of its assets

An asset-based approach is often considered as a floor value for a business assuming the business has the option to realise all its assets and liabilities.

4. Analysis of Recent Trading

The most recent share trading history provides evidence of the fair market value of the shares in a company where they are publicly traded in an informed and liquid market. There should also be some similarity between the size of the parcel of shares being valued and those being traded. Where a company's shares are publicly traded then an analysis of recent trading prices should be considered, at least as a cross-check to other valuation methods.

5. Industry Specific Rule of Thumb

Industry specific rules of thumb are used in certain industries. These methods typically involve a multiple of an operating figure such as traffic for internet businesses or number of beds for a nursing home. These methods are typically fairly crude and therefore only appropriate as a cross-check to a valuation determined by an alternative method.

Selecting an Appropriate Valuation Approach and Method

The choice of an appropriate valuation approach and methodology is subjective and depends on several factors such as whether a methodology is prescribed, the company's historical and projected financial performance, stage of maturity, the nature of the company's operations and availability of information. The selection of an appropriate valuation method should be guided by the actual practices adopted by potential acquirers of the company involved and the information available.

APPENDIX C

CONTROL PREMIUM

Background

The difference between a control value and a minority value is described as a control premium. The opposite of a control premium is a minority discount (also known as a discount for lack of control). A control premium is said to exist because the holder of a controlling stake has several rights that a minority holder does not enjoy (subject to shareholders agreements and other legal constraints), including to:

- Appoint or change operational management
- Appoint or change members of the board
- Determine management compensation
- Determine owner's remuneration, including remuneration to related party employees
- Determine the size and timing of dividends
- Control the dissemination of information about the company
- Set the strategic focus of the organisation, including acquisitions, divestments, and restructuring
- Set the financial structure of the company (debt / equity mix)
- Block any or all the above actions

The most common approach to quantifying a control premium is to analyse the size of premiums implied from prices paid in corporate takeovers. Another method is the comparison between prices of voting and non-voting shares in the same company. We note that the size of the control premium should generally be an outcome of a valuation and not an input into one, as there is significant judgement involved.

Based on historical takeover premia that have been paid in Australian acquisitions in the period 2005-2015, the majority of takeovers have included a premium in the range of 20-50%, with 30% being the most commonly occurring. This is in line with standard industry practice, which tends to use a 30% premium for control as a standard.

Intermediate Levels of Ownership

There are several intermediate levels of ownership between a portfolio interest and 100% ownership. Different levels of ownership/strategic stakes will confer different degrees of control and rights as shown below.

- 90% - can compulsorily purchase remaining shares if certain conditions are satisfied
- 75% - power to pass special resolutions
- <50% - gives control depending on the structure of other interests (but not absolute control)
- <25% - ability to block a special resolution
- <20% - power to elect directors, generally gives significant influence, depending on other shareholding blocks
- < 20% generally has only limited influence

Conceptually, the value of each of these interests lies somewhere between the portfolio value (liquid minority value) and the value of a 100% interest (control value). Each of these levels confers different degrees of control and therefore different levels of control premium or minority discount.

APPENDIX D

AUTHOR INDEPENDENCE AND INDEMNITY

This annexure forms part of and should be read in conjunction with the report of Stantons Corporate Finance Pty Ltd trading as Stantons Corporate Finance dated 9 April 2025, relating to the Recapitalisation Proposal.

At the date of this report, Stantons Corporate Finance Pty Ltd does not have any interest in the outcome of the proposal. There are no relationships with Genetic Technologies Limited (Subject to Deed of Company Arrangement) other than Stantons Corporate Finance Pty Ltd acting as an independent expert for the purposes of this report. Stantons Corporate Finance Pty Ltd undertook an independence assessment and considered that there are no existing relationships between Stantons Corporate Finance Pty Ltd and the parties participating in the Recapitalisation Proposal detailed in this report which would affect our ability to provide an independent opinion. Stantons Corporate Finance Pty Ltd has prepared reports previously for transactions in which Benelong Capital Partners Pty Ltd was a party, including 2 independent expert reports in the past 24 months. The fee (excluding disbursements) to be received for the preparation of this report is based on time spent at normal professional rates plus out of pocket expenses. Our fee for preparing this report is expected to be up to A$15,000 exclusive of GST. The fee is payable regardless of the outcome. Except for that fee, neither Stantons Corporate Finance Pty Ltd nor Mr James Turnbull have received, nor will or may they receive any pecuniary or other benefits, whether directly or indirectly for or in connection with the preparation of this report.

Stantons Corporate Finance Pty Ltd does not hold any securities in Genetic Technologies Limited (Subject to Deed of Company Arrangement). There are no pecuniary or other interests of Stantons Corporate Finance Pty Ltd that could be reasonably argued as affecting its ability to give an unbiased and independent opinion in relation to the proposal. Stantons Corporate Finance Pty Ltd and Mr James Turnbull have consented to the inclusion of this report in the form and context in which it is included as an annexure to the Notice of Meeting.

QUALIFICATIONS

We advise Stantons Corporate Finance Pty Ltd is the holder of an Australian Financial Services License (No 448697) under the Corporations Act 2001 relating to advice and reporting on mergers, takeovers and acquisitions involving securities. Stantons Corporate Finance Pty Ltd has extensive experience in providing advice pertaining to mergers, acquisitions and strategic financial planning for both listed and unlisted businesses.

Mr James Turnbull, the person with overall responsibility for this report, has experience in the preparation of valuations for companies, particularly in the context of listed company corporate transactions, including the fairness and reasonableness of such transactions. The professionals employed in the research, analysis and evaluation leading to the formulation of opinions contained in this report, have qualifications and experience appropriate to the tasks they have performed.

DECLARATION

This report has been prepared at the request of Genetic Technologies Limited (Subject to Deed of Company Arrangement) to assist Non-Associated Shareholders of Genetic Technologies Limited (Subject to Deed of Company Arrangement) to assess the merits of the Recapitalisation Proposal to which this report relates. This report has been prepared for the benefit of Genetic Technologies Limited (Subject to Deed of Company Arrangement) shareholders and those persons only who are entitled to receive a copy for the purposes under the Corporations Act 2001 and does not provide a general expression of Stantons Corporate Finance Pty Ltd.'s opinion as to the longer-term value of Genetic Technologies Limited (Subject to Deed of Company Arrangement), its subsidiaries and/or assets. Stantons Corporate Finance Pty Ltd does not imply, and it should not be construed, that it has carried out any form of audit on the accounting or other records of Genetic Technologies Limited (Subject to Deed of Company Arrangement) or their subsidiaries, businesses, other assets and liabilities. Neither the whole, nor any part of this report, nor any reference thereto, may be included in or with or attached to any document, circular, resolution, letter or statement, without the prior written consent of Stantons Corporate Finance Pty Ltd to the form and context in which it appears.

DISCLAIMER

This report has been prepared by Stantons Corporate Finance Pty Ltd with due care and diligence. However, except for those responsibilities which by law cannot be excluded, no responsibility arising in any way whatsoever for errors or omission (including responsibility to any person for negligence) is assumed by Stantons Corporate Finance Pty Ltd (and Stantons International Audit and Consulting Pty Ltd, the parent company of Stantons Corporate Finance Pty Ltd**,** its directors, employees or consultants) for the preparation of this report.

DECLARATION

Stantons Corporate Finance Pty Ltd relied on information provided by Genetic Technologies Limited (Subject to Deed of Company Arrangement) in the preparation of this report.

A final draft of this report was presented to Genetic Technologies Limited (Subject to Deed of Company Arrangement) for a review of factual information contained in the report. Comments received relating to factual matters were considered, however the valuation methodologies and conclusions did not change as a result of any feedback from Genetic Technologies Limited (Subject to Deed of Company Arrangement).