



PHOSPHAGENICS

7 February 2007

**The Manager
Company Announcements Office
ASX Limited**

by electronic lodgement

Dear Sir

re: **Phosphagenics Limited**

**Substantial Shareholder Notice
Dr S M West and Mr H Rosen**

Arising from the issue by Phosphagenics Limited in December 2006 and January 2007 of, in aggregate, 56,666,666 new ordinary shares the percentage entitlements of Dr West and Mr Rosen, neither of whom participated in the issue, have been diluted to such an extent as to bring about a change in their percentage entitlement to the Company's ordinary voting shares equal to or greater than one (1) per cent.

Attached for release to the market and lodged on behalf of Dr West and Mr Rosen is a Form 604 Notice as lodged with the Company by each of Dr West and Mr Rosen reflecting this percentage dilution.

Yours faithfully
Phosphagenics Limited

per Mourice Garbutt
Company Secretary
plax/ssn, smw & hr 07 02 07

Phosphagenics Limited

ACN 056 482 403 ABN 32 056 482 403

Level 2, 90 William Street Melbourne VIC 3000

Telephone: +61 3 9605 5900 Facsimile: +61 3 9605 5999

Web page: www.phosphagenics.com Email: info@phosphagenics.com

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme PHOSPHAGENICS LIMITEDACN/ARSN 056 482 403**1. Details of substantial holder (1)**Name SIMON MICHAEL WEST

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

REFER ANNEXURE "A" / _____ / _____The previous notice was given to the company on 01/09/06The previous notice was dated 01/09/06**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
REFER ANNEXURE "A"				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	REFER ANNEXURE "A"				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	REFER ANNEXURE "A"				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE "A"	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
REFER ANNEXURE "A"	

Signature

print name SIMON MICHAEL WEST capacity SELF

sign here  date 06/02/07

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is the Annexure marked "A" of three pages referred to in the Form 604 (Notice of Change of Substantial Shareholding) and dated the date of signing

SIMON M WEST

Details of Entitlements and Registered Holdings of Ordinary Shares:

	Form 604 01/09/06	Form 604 06/02/07
1.0 Entitlement holder:		
1.1 Simon M West 3 Verdon Street Williamstown Vic 3016	53,367,143	50,242,658
Total entitlement	53,367,143	50,242,658
2.0 Held in the following names:		
2.1 Self	nil	nil
2.2 Jogra Nominees Limited Suite 4, 40 St Kilda Road St Kilda Vic 3004	52,989,143	49,864,658
2.3 Simon & Bohdanna West <West Super Fund A/c> C/o Alex Ruben & Co 4/40 St Kilda Road St Kilda Vic 3182	378,000	378,000
2.4 Total entitlement of Simon M West	53,367,143	50,242,658
3.0 Issued voting shares of Phosphagenics Limited	546,769,956	603,439,181
4.0 Percentage entitlement	9.76%	8.33%
5.0 Movement in entitlements:		
5.1 Self Balance held :		nil

5.2	Jogra Nominees Pty Ltd Balance, Form 604, 01/09/06	52,989,143
	Disposals 16/01/07 off-market	(3,124,485)
	Balance, Form 604, 06/02/07	<u>49,864,658</u>
5.3	Simon & Bohdanna West <West Super Fund A/c> C/o Alex Ruben & Co 4/40 St Kilda Road St Kilda Vic 3182	
	NO CHANGE	
	Opening Balance, Form 604, 01/09/06	<u>378,000</u>
	Closing Balance, Form 604, 06/02/07	<u>378,000</u>

6.0 Comments:

Dr West is entitled to the above securities for the following reason:

- 6.1 In the Form 604 Notice of 1 September 2006 Dr West declared a percentage entitlement to the issued share capital of Phosphagenics Limited of 9.76 per cent based upon an issued capital of 546,769,956 shares.

In January 2007 Jogra Nominees Pty Ltd by off-market transaction agreed to sell 3,124,485 shares which has now been presented to Phosphagenics Limited for processing. The 3,124,485 shares represented 0.571 per cent of his 1 September 2006 entitlement. As such the change in number of shares and percentage entitlement was less than one per cent of issued capital.

However, in December 2006 and January 2007 Phosphagenics Limited issued an aggregate of 56,666,666 new ordinary voting shares which has had the dilutive effect of creating a percentage movement in Dr West's entitlement of greater than one percent. The total percentage entitlement movement between the 1 September 2006 issued capital and that of 25 January 2007 is 1.43 per cent of which a 0.86 per cent movement is due to the dilutive impact of the increased capital of Phosphagenics Limited.

- 6.2 (i)** Dr West is a director and the holder of an entitlement to in excess of 20 per cent of the issued capital of Jogra Nominees Pty Ltd.

Jogra Nominees Pty Ltd acts as the Trustee for the S M West Family Trust which is a discretionary trust and which has the beneficial entitlement to the 49,864,658 ordinary fully paid Phosphagenics Limited shares registered in the name of Jogra Nominees Pty Ltd.

Jogra Nominees Pty Ltd in its capacity as trustee for the S M West Family Trust manages and advises on the Trust's investments.

As such, Dr West as a Director of the trustee Company has the ability to vote the above shares and may have entitlement under the terms of the discretionary trust.

- 6.2 (ii)** Dr West is a beneficiary under the West Super Fund and as such may have an entitlement to the 378,000 ordinary fully paid Phosphagenics Limited shares registered in the name of Simon & Bohdanna West <West Super Fund A/c>.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme PHOSPHAGENICS LIMITED
 ACN/ARSN 056 482 403

1. Details of substantial holder (1)

Name HARRY ROSEN
 ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on REFER ANNEXURE "A" / _____ / _____
 The previous notice was given to the company on 18/10/06
 The previous notice was dated 18/10/06

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
REFER ANNEXURE "A"				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (5)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	REFER ANNEXURE "A"				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	REFER ANNEXURE "A"				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE "A"	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
REFER ANNEXURE "A"	

Signature

print name HARRY ROSEN capacity SELF

sign here *Harry Rosen* date 02/02/07

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is the Annexure marked "A" of 2 pages referred to in the Form 604 (Notice of Change of Substantial Shareholding) and dated the date of signing

Harry Rosen

HARRY ROSEN

Details of Entitlements and Registered Holdings of Ordinary Shares:

	Form 604 18/10/06	Form 604 06/02/07
1.0 Entitlement holder:		
1.1 Harry Rosen 3 Glyndebourne Avenue Toorak Vic 3142	75,201,137	75,201,137
Total entitlement	75,201,137	75,201,137
2.0 Held in the following names:		
2.1 Self	nil	nil
2.2 Paroha Nominees Pty Ltd 3 Glyndebourne Avenue Toorak Vic 3142	61,367,143	61,367,143
2.3 Paroha Nominees Pty Ltd <Superannuation Fund A/c> 3 Glyndebourne Avenue Toorak Vic 3142	2,713,000	2,713,000
2.4 Glencan Pty Ltd Level 2, 90 William Street Melbourne Vic 3000	11,120,994	11,120,994
Total entitlement of Harry Rosen	75,201,137	75,201,137
3.0 Issued voting shares of Phosphagenics Limited	546,772,515	603,439,181
4.0 Percentage entitlement	13.75%	12.46%
5.0 Movement in entitlements: No change in number of shares		
5.1 Self	nil	nil
5.2 Paroha Nominees Pty Ltd	nil	nil
5.3 Paroha Nominees Pty Ltd <Superannuation Fund A/c>	nil	nil
5.4 Glencan Pty Ltd Form 604, 16/11/05 Form 604, 18/10/06	nil	nil

6.0 Comments:

Mr Rosen has an **interest in and an entitlement** to the above securities for the following reason(s):

6.1 Mr Rosen

Mr Rosen's entitlement as declared on 18 October 2006 is UNCHANGED at 75,201,137 shares.

However, arising from the issue by Phosphagenics Limited of 56,666,666 new shares in December 2006/January 2007 Mr Rosen's percentage entitlement of 13.75 per cent has been diluted to 12.46 per cent of the EXPANDED CAPITAL.

6.2 Self

as above – legal and beneficial holder of those securities registered in his name.

6.3 Paroha Nominees Pty Ltd

Mr Rosen is a director of Paroha Nominees Pty Ltd and holds an interest in excess of 20 per cent in Paroha Nominees Pty Ltd.

**6.4 Paroha Nominees Pty Ltd
(Superannuation A/c)**

Mr Rosen may be a beneficiary under the Superannuation Plan of which Paroha Nominees Pty Ltd is the Trustee.

**6.5 Glencan Pty Ltd
(ACN 107 434 391)**

Mr Rosen has been appointed as the sole director of Glencan Pty Ltd a company which has held the 11,120,994 shares in Phosphagenics Limited since December 2004 and which acts as Trustee for beneficiaries entitled to, in aggregate, the 11,120,994 ordinary fully paid shares. Mr Rosen's interest in such shares arises from the Trustee's ability to vote the Phosphagenics Limited shares at meetings of that company's shareholders. Mr Rosen is not a beneficiary under the Trust.