

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme Phosphagenics LimitedACN/ARSN 056 482 403Mark Gregory KERR**1. Details of substantial holder (1)**

Name

ACN/ARSN (if applicable)

The holder became a substantial holder on

27/10/2017**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	109,083,634	109,083,634	7.341%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer Annexure A		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer Annexure A			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer Annexure A				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer Annexure A	

**7. Addresses**

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

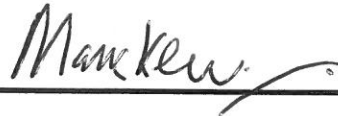
Name	Address
Refer Annexure A	

**Signature**

print name **Mark Gregory KERR**

capacity **Self/Trustee/Director**

sign here



date **31 / 10 / 2017**

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

31 October 2017

**Schedule of Relevant Interests**  
**KERR, Mark Gregory**

PRESENT  
 Form 603  
 31 10 17  
 ASX Code : POH

**Holders interest in issued securities of Phosphagenics Limited held in name of:**

**Quoted Ordinary Shares**

1	DIRECT	nil
2	INDIRECT: –	
	(i) Linda Marie and Mark Gregory Kerr < Lindmark Inv Staff S/F A/C> (a)	4,250,000
	(ii) Mark Gregory and Linda Marie Kerr < Lindmark Inv Staff S/F A/C> (a)	7,679,837
	(iii) Mark Gregory Kerr < Lindmark Inv Staff S/F A/C> (a)	14,166,666
	(iv) Linda Marie Kerr (b)	2,451,616
	(v) Berkeley Consultants Pty Ltd (a)	20,418,784
	(vi) Paradyce Pty Ltd (a)	52,166,666
	(vii) Paradyce Pty Ltd (c)	7,950,065
	<i>Notes:</i>	
	<i>(a) These holdings are recorded in the Register of Members with an address at: Level 2, 90 William Street, Melbourne, Vic., 3000.</i>	
	<i>(b) This holding has a registered address of: 37 Berkeley Street, Hawthorn, Vic., 3122 ; and</i>	
	<i>(c) This holding has a registered address of: P O Box 150, Hastings, Vic., 3915</i>	
3	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>109,083,634</b>
4	Phosphagenics Limited – Number of Shares on Issue	<b>1,486,011,553</b>
5	<b>TOTAL PERCENTAGE INTEREST IN SHARES AS A % OF ISSUED SHARES</b>	<b>7.341%</b>

**COMMENT:**

Mr Kerr has an interest in the above Phosphagenics Limited issued securities for the following reasons:

- DIRECT**  
Mr Kerr has no direct entitlement to the above noted securities of Phosphagenics Limited
- INDIRECT**  
In Items 2 (i); (ii) and (iii) above Mr Kerr is a Trustee for the Staff Super Fund Accounts. In Item 2 (iv) and (v) above Mr Kerr is a director and shareholder of both Berkeley Consultants Pty Ltd and Paradyce Pty Ltd (vi and vii).  
In Item 2 (iv) Mrs L M Kerr is the wife of Mr Kerr  
As such Mr Kerr has a relevant interest in those capacities in the above stated 88,583,634 fully paid ordinary shares.

**MOVEMENTS IN ENTITLEMENTS**

**(Phosphagenics Limited Ordinary fully paid shares)**

**2. INDIRECT**

**(i) Linda Marie and Mark Gregory Kerr < Lindmark Inv Staff S/F A/C>**

<b>Balance, 30 June 2017</b>	3,400,000
<b>Movement –</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	<u>850,000</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>4,250,000</u>

**(ii) Mark Gregory and Linda Marie Kerr < Lindmark Inv Staff S/F A/C>**

<b>Balance, 30 June 2017</b>	6,143,869
<b>Movement –</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	<u>1,535,968</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>7,679,837</u>

**(iii) Mark Gregory Kerr < Lindmark Inv Staff S/F A/C>**

<b>Balance, 30 June 2017</b>	6,000,000
<b>Movement –</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	1,500,000
27.10.2017 Application for additional NRRI shares at \$0.015 a share	<u>6,666,666</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>14,166,666</u>

**(iv) Linda Marie Kerr**

<b>Balance, 30 June 2017</b>	1,626,511
<b>Movement –</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	406,629
27.10.2017 NRRI Underwritten shares at \$0.015 a share	<u>418,476</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>2,451,616</u>

**(v) Berkeley Consultants Pty Ltd**

<b>Balance, 30 June 2017</b>	13,546,738
<b>Movement -</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	3,386,685
27.10.2017 NRRI Underwritten shares at \$0.015 a share	<u>3,485,361</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>20,418,784</u>

<b>(vi) Paradyce Pty Ltd</b>
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<b>Balance, 30 June 2017</b>	4,000,000
<b>Movements –</b>	
<b>Plus</b>	
26.10.2017 On-market Purchase at \$0.015 a share	22,500,000
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	1,000,000
27.10.2017 Application for additional NRRI shares at \$0.015 a share	20,001,998
27.10.2017 NRRI Underwritten shares at \$0.015 a share	<u>6,664,668</u>
Sub-Total	54,166,666
<b>Less</b>	
31.10.2017 Off-market sale at \$0.015 a share	<u>2,000,000</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>52,666,666</u>

<b>(vii) Paradyce Pty Ltd</b>
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<b>Balance, 30 June 2017</b>	6,360,052
<b>Movements –</b>	
<b>Plus</b>	
27.10.2017 Acceptance 1:4 NRRI at \$0.015 a share	<u>1,590,013</u>
<b>Balance, per Form 603, 31 October 2017</b>	<u>7,950,065</u>