

Appendix 3Y

Change of Director's Interest Notice

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

Introduced 30/09/01 Amended 01/01/11

Name of entity	Memphasys Limited
ABN	33 120 047 556

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Goodall
Date of last notice	07 April 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(i) Aemagood Pty Ltd <Goodall Family S/F A/C> - The Director is a director of Aemagood Pty Ltd and beneficiary of this Super Fund. (ii) Aemagood Pty Ltd <Goodall Family No 2 S/F A/C > the Director is a director of Aemagood Pty Ltd and the Director's mother is also a director and is the beneficiary of this Super Fund. (iii) Mrs Marjorie Anne Goodall is the Director's mother, and holds in trust the shares for the Director's children. (iv) Ti Rakau Developments Limited - the Director's mother is the sole director and a shareholder of the Company.
Date of change	5 October 2016

+ See chapter 19 for defined terms.

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No. of securities held prior to change	Direct (a) 149,498,897 (b) 2,000,000 (c) 1,500,000 (d) 106,487,022 Indirect (i) 20,909,542 (a) (i) 11,799,025 (d) (ii) 3,461,195 (a) (iii) 2,632,613 (a) (iv) 30,322,061 (a)
Class	(a) Fully Paid Ordinary Shares (b) Unlisted Options \$0.112 exp 1/11/2016 (c) Unlisted Options \$0.112 exp 01/11/2017 (d) Unlisted Options \$0.016 exp 30/11/2016
Number acquired	Direct 14,475,594
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Ordinary shares acquired on market \$55,357,89. Ordinary shares acquired off market transfer \$2,250. Ordinary shares acquired from related parties \$20,663.07

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No. of securities held after change	Direct (a) 163,974,491 (b) 2,000,000 (c) 1,500,000 (d) 106,487,022 Indirect (i) 19,409,542 (a) (i) 11,799,025 (d) (ii) 3,461,195 (a) (iv) 30,322,061 (a)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	9,892,981 Ordinary Shares acquired on market, 450,000 Ordinary Shares acquired off market transfer, 4,132,613 Ordinary Shares acquired from related parties.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

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Interest after change	
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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	NO
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.