

16 November 2018

Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001 (CTH) - CLEANSING NOTICE

On 16 November 2018, GI Dynamics, Inc. (**Company**) issued 197,222,250 CHESS Depositary Interests (**CDIs**) (representing 3,944,445 shares of the Company's common stock) at an issue price of A\$0.02 per CDI to certain professional and sophisticated investors in the United States of America, Australia and Guernsey, under the second tranche of a placement that was originally announced to the market on 20 September 2018 and further detailed in an announcement dated 16 November 2018 (**Placement**) to raise A\$3,944,445.

The Company hereby notifies the ASX under section 708A(5)(e) of the Corporations Act 2001 (Cth) (as modified by ASIC Class Order 14/827) (**Act**), that:

- 1 the Company issued the CDIs under the Placement without disclosure to investors under Part 6D.2 of the Act;
- 2 this notice is being given under paragraph (5)(e) of the Act;
- 3 as at the date of this notice, the Company has complied with the requirements of section 601CK of the Act and section 674 of the Act; and
- 4 as at the date of this notice, there is no information that:
 - (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the CDIs,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Scott Schorer', written over a horizontal line.

Scott Schorer, President and CEO