



1 March 2018

Company Announcements Platform  
Australian Securities Exchange  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

*By Electronic Lodgement*

Dear Sir/Madam,

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001**

This notice is given by Memphasys Limited (ASX: MEM) (Company) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (Instrument 2016/84). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by Instrument 2016/84.

The Company has announced the issue of 9,186,468 ordinary shares as follows:

- 4,186,468 ordinary shares to Mark Gell, a former consultant to the Company in satisfaction of outstanding fees amounting to \$7,535.64; and
- 5,000,000 ordinary shares to Hydrix Pty Ltd (or its nominee) for passing a performance milestone in developing a Felix re-usable cartridge prototype device.

The Company hereby confirms that in respect of the Placement Offer (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- (a) the Company will offer the Shares for issue without disclosure to the consultant under Part 6D.2 of the Corporations Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- (c) as at the date of this notice the Company has complied with:
  - (i) THE PROVISIONS OF CHAPTER 2M OF THE CORPORATIONS ACT AS THEY APPLY TO THE COMPANY;
  - (ii) SECTION 674 OF THE CORPORATIONS ACT AS IT APPLIES TO THE COMPANY;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act.

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Yours sincerely,

**Andrew Metcalfe  
Company Secretary  
MEMPHASYS LIMITED**