



18 October 2018

Attention Kate Kidson  
Principal Adviser, Listings Compliance (Melbourne)  
525 Collins Street  
Melbourne VIC 3000

Dear Kate,

**RE: PRICE QUERY**

Memphasys Limited (ASX: MEM) ("Memphasys" or "the Company") acknowledges and responds to your letter of 18<sup>th</sup> October 2018 following a change in the price of MEM's securities from a low of 1.7 cents to a high of 2.8 cents, and the significant increase in the volume of trading of MEM's securities today.

Pursuant to ASX listing rule 18.7, the Company responds to each question raised by ASX Melbourne:

1. Memphasys has recently issued announcements to ASX as follows:
  - 18 September 2018 - Collaborative Agreement with leading IVF specialists, Monash IVF Group (ASX: MVF) ("Monash IVF") for the commercial development of Felix, the Company's proprietary sperm separation system.
  - 12<sup>th</sup> September 2018 – FELIX Product development and Commercialisation update with Global IVF Key Opinion Leaders ('KOL's')

Memphasys advise that it is not aware of any additional material information that it has not announced to the market, which if known by some in the market, could explain the recent trading in its securities.

2. As the response to Question 1 is 'No', no response is required for Question 2.
3. Memphasys notes a recent sudden increase in trading activity in a number of ASX listed companies that operate in the biotech industry, and that each company has issued a similar response advising that it is not aware of any additional information that it has not announced to the market, which if known by some in the market, could explain the recent trading in its securities. Memphasys also notes that the recently announced interest from KOL's to conduct their own clinical studies on the FELIX device are ongoing and expects to make announcements in the future as these clinical studies develop.
4. Memphasys confirms that it is complying with the ASX listing rules and in particular listing rule 3.1.
5. Memphasys confirms that the responses given above have been authorised and prepared under its continuous disclosure policy by an officer of the company with delegated authority from the board to respond to ASX on disclosure matters.

Ends

For further information please contact:

Andrew Metcalfe  
Company Secretary  
Memphasys Limited  
+61 3 9867 7199



18 October 2018

Mr Andrew Metcalfe  
Company Secretary  
Memphasys Limited

By email: [andrew@accosec.com](mailto:andrew@accosec.com)

Dear Mr Metcalfe

**Memphasys Limited ('MEM'): Price Query**

We note the change in the price of MEM's securities from a low of 1.7 cents to a high of 2.8 cents today.

We also note the significant increase in the volume of MEM's securities today.

**Request for Information**

In light of this, ASX asks MEM to respond separately to each of the following questions and requests for information:

1. Is MEM aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
2. If the answer to question 1 is "yes".
  - (a) Is MEM relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in MEM's securities would suggest to ASX that such information may have ceased to be confidential and therefore MEM may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
  - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
  - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that MEM may have for the recent trading in its securities?
4. Please confirm that MEM is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that MEM's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of MEM with delegated authority from the board to respond to ASX on disclosure matters.

**When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **2.00 PM AEDT today**. If we do not have your response by then, ASX will likely suspend trading in MEM's securities under Listing Rule 17.3. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions

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mentioned in Listing Rule 3.1A, MEM's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market. Your response should be sent to me by e-mail at [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rules 3.1 and 3.1A**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to MEM's obligations under Listing Rules 3.1 and 3.1A and also to Guidance *Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that MEM's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in MEM's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in MEM's securities under Listing Rule 17.3.

If you have any queries or concerns about any of the above, please contact me immediately.

Regards

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**Kate Kidson**  
Principal Adviser, Listings Compliance (Melbourne)