20 November 2019

Cleansing Notice – issued pursuant to Section 708A(5)(e) of the *Corporations Act 2001*

Memphasys Limited (ASX: MEM) (Company) confirms that in relation to the Appendix 3B released on 20 November 2019, the Company announced the issue and allotment of 36,956,522 ordinary shares to a Director, and the issue and allotment of 73,333,333 ordinary shares to a significant shareholder, both share issues approved by shareholders on 21 October 2019 (pursuant to resolutions 2 and 4 respectively of the company's EGM notice dated 9 September 2019)

The Corporations Act 2001 (Cth) (Corporations Act) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Corporations Act. By giving this notice, a sale of the Shares noted above will fall within the exemption in section 708A(5) of the Corporations Act. The Director, being the recipient of such ordinary shares, is also subject restrictions under the Company's share trading policy.

Pursuant to section 708A(5)(e) of the Corporations Act, the Company gives notice that:

(a)   the Company issued the Shares without disclosure under Part 6D.2 of the Corporations Act; and

(b)   as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company;

(c)   as at the date of this notice, the Company has complied with section 674 of the Corporations Act as it applies to the Company; and

(d)   as at the date of this notice, there is no information:

   (i)   that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

   (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

      A.   the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

      B.   the rights and liabilities attaching to the Securities.

Yours sincerely,

Andrew Metcalfe
Company Secretary
MEMPHASYS LIMITED