

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	pSivida Corp
ABN	130 843 177

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	Douglas Godshall
Date of last notice	18 December 2013

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 Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	11 December 2014
No. of securities held prior to change	60,000 unlisted US\$2.10 options to purchase common shares expiring 5 March 2022 10,000 unlisted US\$2.14 options to purchase common shares expiring 18 July 2022 30,000 unlisted US\$3.51 options to purchase common shares expiring 23 July 2023
Class	Unquoted options to purchase common shares
Number acquired	20,000
Number disposed	Nil

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Issue of options for nil consideration, exercisable at US\$4.47 expiring 15 July 2024, as approved by shareholders on 11 December 2014
No. of securities held after change	60,000 unlisted US\$2.10 options to purchase common shares expiring 5 March 2022 10,000 unlisted US\$2.14 options to purchase common shares expiring 18 July 2022 30,000 unlisted US\$3.51 options to purchase common shares expiring 23 July 2023 20,000 unlisted US\$4.47 options to purchase common shares expiring 15 July 2024
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of unlisted stock options

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	
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	
Interest after change	

+ See chapter 19 for defined terms.

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.