

# 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

<b>Name of entity</b>	<b>Memphasys Limited</b>
<b>ABN</b>	<b>33 120 047 556</b>

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.

<b>Name of Director</b>	Andrew Goodall
<b>Date of last notice</b>	06 October 2016

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<ul style="list-style-type: none"> <li>(i) Aemagood Pty Ltd &lt;Goodall Family S/F A/C&gt; - The Director is a director of Aemagood Pty Ltd and beneficiary of this Super Fund.</li> <li>(ii) Aemagood Pty Ltd &lt;Goodall Family No 2 S/F A/C &gt; the Director is a director of Aemagood Pty Ltd and the Director's mother is also a director and is the beneficiary of this Super Fund.</li> <li>(iii) Ti Rakau Developments Limited - the Director's mother is the sole director and a shareholder of the Company.</li> </ul>
<b>Date of change</b>	11 October 2016

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	Direct (a) 163,974,491 (b) 2,000,000 (c) 1,500,000 (d) 106,487,022  Indirect (i) 19,409,542 (a) (i) 11,799,025 (d) (ii) 3,461,195 (a) (iii) 30,322,061 (a)
<b>Class</b>	(a) Fully Paid Ordinary Shares (b) Unlisted Options \$0.112 exp 1/11/2016 (c) Unlisted Options \$0.112 exp 01/11/2017 (d) Unlisted Options \$0.016 exp 30/11/2016
<b>Number acquired</b>	Direct 3,000,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Ordinary shares acquired on market \$18,000.00
<b>No. of securities held after change</b>	Direct (a) 166,974,491 (b) 2,000,000 (c) 1,500,000 (d) 106,487,022  Indirect  (i) 19,409,542 (a) (i) 11,799,025 (d) (ii) 3,461,195 (a) (iv) 30,322,061 (a)

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	3,000,000 Ordinary Shares acquired on market.
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**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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	NO
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

<sup>+</sup> See chapter 19 for defined terms.