

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

pSivida Corp.

ABN

ARBN 130 843 177

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- 1 +Class of +securities issued or to be issued  
CHESS Depository Interests ("CDIs") issued
  
- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued  

At 30 November 2011	8,801,773
Net transfers (*)	65,000
At 31 December 2011	<u>8,866,773</u>

(\*) Transfers between CDIs and common shares
  
- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)  
See item 1 above

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p style="text-align: center;">Yes</p>				
<p>5 Issue price or consideration</p>	<p style="text-align: center;">Not Applicable</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p style="text-align: center;">Transfers between CDIs and common shares listed on NASDAQ:PSDV</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p style="text-align: center;">See item 2 above</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">8,866,773 (as at 31 December 2011)</td> <td style="padding: 5px;">CDIs</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	8,866,773 (as at 31 December 2011)	CDIs
Number	<sup>+</sup> Class				
8,866,773 (as at 31 December 2011)	CDIs				

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

9	Number and <sup>+</sup> class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	11,935,819 (Note: This number of common shares excludes the number of common shares represented by CDIs, as set out in Item 8)  =====	Common shares
		1,000,000	Warrants expiring 15 May 2012, exercisable at US\$8.00 each
		1,000,000	Warrants expiring 15 May 2012, exercisable at US\$6.28 each
		250,000	Warrants expiring 15 May 2012, exercisable at US\$7.80 each
		485,337	Warrants expiring 15 May 2012, exercisable at US\$4.84 each
		966,210	Warrants expiring 5 July 2012, exercisable at US\$6.60 each
		546,000	Warrants expiring 13 July 2012, exercisable at US\$6.60 each
		205,479	Warrants expiring 19 July 2012, exercisable at \$7.68 each
		112,500	Options expiring 30 September 2012, exercisable at \$5.50 each (ESOP)
		100,000	Options expiring 4 September 2018, exercisable at US\$2.90 each
		10,000	Options expiring 10 September 2018, exercisable at US\$2.77 each

+ See chapter 19 for defined terms.

348,750	Options expiring 11 September 2018, exercisable at US\$2.85 each
620,000	Options expiring 18 November 2018, exercisable at US\$1.13 each
8,000	Options expiring 12 May 2019, exercisable at US\$1.65 each
356,000	Options expiring 25 June 2019, exercisable at US\$1.81 each
450,000	Options expiring 19 November 2019, exercisable at US\$4.01 each
492,255	Options expiring 22 July 2020, exercisable at US\$3.45 each
552,500	Warrants expiring 24 January 2016, exercisable at US\$5.00 each
567,350	Options expiring 21 July 2021, exercisable at US\$5.05 each
101,000	Options expiring 21 October 2021, exercisable at US\$4.15 each
----- 8,171,381 =====	Total Options & Warrants as at 31 December 2011

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

pSivida has never paid dividends, and does not currently anticipate paying dividends in the future.

+ See chapter 19 for defined terms.

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## Part 2 - Bonus issue or pro rata issue

- |    |   |     |
|----|---|-----|
| 11 | Is security holder approval required?   | N/A |
| 12 | Is the issue renounceable or non-renounceable?  | N/A |
| 13 | Ratio in which the +securities will be offered  | N/A |
| 14 | +Class of +securities to which the offer relates  | N/A |
| 15 | +Record date to determine entitlements  | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | N/A |
| 17 | Policy for deciding entitlements in relation to fractions   | N/A |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations\   | N/A |

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+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

N/A
-----

39 Class of +securities for which  
quotation is sought

N/A
-----

40 Do the +securities rank equally in all  
respects from the date of allotment  
with an existing +class of quoted  
+securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

N/A
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41 Reason for request for quotation  
now  
Example: In the case of restricted securities, end of  
restriction period

(if issued upon conversion of  
another security, clearly identify that  
other security)

N/A
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42 Number and +class of all +securities  
quoted on ASX (*including* the  
securities in clause 38)

Number	+Class
N/A	

+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

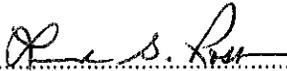
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  ..... Date: 3 January 2012  
(Vice President, Finance)

Print name: Leonard S. Ross

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+ See chapter 19 for defined terms.