

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme PHOSPHAGENICS LIMITEDACN/ARSN A.C.N. 056 482 403**1. Details of substantial holder (1)**Name Mark Gregory KERRACN/ARSN (if applicable) n.a.There was a change in the interests of the
substantial holder on 21/11/2018The previous notice was given to the company on 31/10/2017The previous notice was dated 31/10/2017**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	109,083,634	7.341%	169,583,634	10.725%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		Refer Annexure A			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		Refer Annexure A			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	Refer Annexure A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	Refer Annexure A

Signature

print name **Mark Gregory KERR** capacity **Trustee/ Director**

sign here  date **22/11/2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE "A"

22 November 2018

This is the Annexure A of 2 pages referred to in the Form 604 Notice of KERR, Mark Gregory signed and dated 22 November 2018



PREVIOUS Form 603 31 10 17 ASX Code: POH	PRESENT Form 604 22 11 18 ASX Code: POH
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Holders interest in issued securities of Phosphagenics Limited held in name of:

Quoted Ordinary Shares

1	DIRECT	nil	nil
2	INDIRECT		
	(i) Linda Marie and Mark Gregory Kerr < Lindmark Inv Staff S/F A/C> (a)	4,250,000	4,250,000
	(ii) Mark Gregory and Linda Marie Kerr < Lindmark Inv Staff S/F A/C> (a)	7,679,837	36,679,837
	(iii) Mark Gregory Kerr < Lindmark Inv Staff S/F A/C> (a)	14,166,666	14,166,666
	(iv) Linda Marie Kerr (b)	2,451,616	2,451,616
	(v) Berkeley Consultants Pty Ltd (a)	20,418,784	20,418,784
	(vi) Paradyce Pty Ltd (a)	52,166,666	83,266,666
	(vii) Paradyce Pty Ltd (c)	7,950,065	7,950,065
	Notes:		
	(a) These holdings are recorded in the Register of Members with an address at: Level 2, 90 William Street, Melbourne, Vic., 3000.		
	(b) This holding has a registered address of: 37 Berkeley Street, Hawthorn, Vic., 3122 ; and		
	(c) This holding has a registered address of: P O Box 150, Hastings, Vic., 3915		
3	TOTAL DIRECTOR'S INTEREST	109,083,634	169,183,634
4	Phosphagenics Limited – Number of Shares on Issue	1,486,011,553	1,577,457,420
5	TOTAL PERCENTAGE INTEREST IN SHARES AS A % OF ISSUED SHARES	7.341%	10.725%

COMMENT:

Mr Kerr has an interest in the above Phosphagenics Limited issued securities for the following reasons:

1 DIRECT

Mr Kerr has no direct entitlement to the above noted securities of Phosphagenics Limited

2 INDIRECT

In Items 2 (i); (ii) and (iii) above Mr Kerr is a Trustee for the Staff Super Fund Accounts. In Item 2 (v);(vi) and (vii) above Mr Kerr is a director and shareholder of both Berkeley Consultants Pty Ltd and Paradyce Pty Ltd (vi and vii).

In Item 2 (iv) Mrs L M Kerr is the wife of Mr Kerr. As such Mr Kerr has a relevant interest in those capacities in the above stated 162,583,634 fully paid ordinary shares.

MOVEMENTS IN ENTITLEMENTS

(Phosphagenics Limited Ordinary fully paid shares)

2 INDIRECT

(i) Linda Marie and Mark Gregory Kerr < Lindmark Inv Staff S/F A/C>

Balance, per Form 603, 31 10 2017 4,250,000

Movement – NIL

Balance, per Form 604, 22 11 2018 4,250,000

(ii) Mark Gregory and Linda Marie Kerr < Lindmark Inv Staff S/F A/C>

Balance, per Form 603 31 10 2017 7,679,837

Movement

Plus

18.05.2018 on-market trade at \$0.015 a share 2,500,000

18.05.2018 off-market trade at \$0.015 a share 7,500,000

15.11.2018 on-market trade at \$0.0025 a share 5,439,501

15.11.2018 on-market trade at \$0.003 a share 2,560,499

16.11.2018 on-market trade at \$0.002 a share 4,181,192

16.11.2018 on-market trade at \$0.0025 a share 2,818,808

19.11.2018 on-market trade at \$0.0025 a share 809,775

20.11.2018 on-market trade at \$0.003 a share 3,190,225

Total Movements 29,000,000

Balance, per Form 604, 22 11 2018 36,679,837

(iii) Mark Gregory Kerr < Lindmark Inv Staff S/F A/C>

Balance, per Form 603 31 10 2017 14,166,666

Movement – NIL

Balance, per Form 604, 22 11 2018 14,166,666

(iv) Linda Marie Kerr

Balance, per Form 603 31 10 2017 2,451,616

Movement - NIL

Balance, per Form 604, 22 11 2018 2,451,616

(v) Berkeley Consultants Pty Ltd

Balance, per Form 603 31 10 2017 20,418,784

Movement -NIL

Balance, perForm 604, 22 11 2018 20,418,784

(vi) Paradyce Pty Ltd

Balance, per Form 603 31 10 2017 52,166,666

Movements

Plus

21.11.2018 on-market at \$0.003 a share 32,000,000

22.11.2018 on-market at \$0.003 a share 6,600,000

Less

18.05.2018 off-market trade at \$0.015 a share -7,500,000

Balance, per Form 604, 22 11 2018 83,266,666

(vii) Paradyce Pty Ltd

Balance, per Form 603 31 10 2017 7,950,065

Movements – NIL

Balance, per Form 604, 22 11 2018 7,950,065