



Announcement Summary

Entity name

MEMPHASYS LIMITED.

Date of this announcement

Wednesday September 01, 2021

The +securities the subject of this notification are:

+Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Incentive Options	5,900,000	01/09/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MEMPHASYS LIMITED.

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

33120047556

1.3 ASX issuer code

MEM

1.4 The announcement is

New announcement

1.5 Date of this announcement

1/9/2021

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Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")

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Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities issued under an +employee incentive scheme

ASX +security code

+Security description

+Security type

ISIN code
Date the +securities the subject of this notification were issued

Will all the +securities issued in this class rank equally in all respects from their issue date?
 Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?
 Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
<input type="text" value="Alison Coutts"/>	<input type="text" value="Alison Coutts"/>	5,900,000

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?
 Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

Options Details
+Security currency

Exercise price

Expiry date

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option



Description

Tranche 1 - ex price \$0.088, ex date 31/08/2023
Tranche 2 - ex price \$0.088, ex date 31/08/2023
Tranche 3 - ex price \$0.094, ex date 31/08/2024

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20181011/pdf/43z50cv2p7ymj3.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

Tranche 1 - 2,537,000 options convert to ord shares on meeting tranche 1 milestone with \$0.10 hurdle share price by 31 December 2021, ex price \$0.088 and ex date two years from date of issue;
Tranche 2 - 1,770,000 options convert to ord shares on meeting tranche 2 milestone with \$0.125 hurdle share price by 30 June 2022, ex price \$0.088 and ex date two years from date of issue;
Tranche 3 - 1,593,000 options convert to ord shares on meeting tranche 3 milestone with \$0.175 hurdle share price by 30 June 2023 and ex price \$0.094 and ex date three years from date of issue

Issue details

Number of +securities

5,900,000

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Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
 (A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
MEM : ORDINARY FULLY PAID	760,773,880

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MEMAA : OPTION EXPIRING 28-SEP-2021 EX 3.32C	31,404,457
MEMAB : OPTION EXPIRING 22-OCT-2021 EX 11.42C	19,255,875
MEMAJ : OPTION EXPIRING 30-JUL-2023 EX \$0.0905	8,424,200
MEMAK : OPTION EXPIRING 30-JUL-2024	3,115,800
New class - code to be confirmed : Incentive Options	5,900,000

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Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

Yes

5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

24/8/2021

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